

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On March 17, 2011, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Between Reorganized Debtors and Wiegel Tool Works, Inc. (A) Providing Wiegel Tool Works, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. § 502(h) and (B) Withdrawing Motion Filed at Docket No. 20484 (Docket No. 21150) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Between Reorganized Debtors and Pioneer North America, Inc., on Behalf of Its Affiliates, Pioneer Automotive Technologies, Inc. and Pioneer Speakers, Inc., Disallowing and Expunging Proofs of Administrative Expense Claim Numbers 19090 and 19091 (Pioneer North America, Inc., on Behalf of Its Affiliates, Pioneer Automotive Technologies, Inc. and Pioneer Speakers, Inc.) (Docket No. 21151) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Between Reorganized Debtors, EMCON Technologies, LLC, EMCON Technologies Canada, ULC, and FECT, USA, LLC (I) Resolving Debtors' Omnibus 8.2(b) Objection (Docket No. 13459) and (II) Withdrawing (A) EMCON Technologies, LLC's and EMCON Technologies Canada, ULC's Proposed Cure Claims (Docket No. 12999) and (B) Response to Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13626) (Docket No. 21158) [a copy of which is attached hereto as Exhibit E]

On March 17, 2011, I caused to be served the document listed below upon the parties listed on Exhibit F hereto via postage pre-paid U.S. mail:

- 4) Joint Stipulation and Agreed Order Between Reorganized Debtors and Wiegel Tool Works, Inc. (A) Providing Wiegel Tool Works, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. § 502(h) and (B) Withdrawing Motion Filed at Docket No. 20484 (Docket No. 21150) [a copy of which is attached hereto as Exhibit C]

On March 17, 2011, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 5) Joint Stipulation and Agreed Order Between Reorganized Debtors and Pioneer North America, Inc., on Behalf of Its Affiliates, Pioneer Automotive Technologies, Inc. and Pioneer Speakers, Inc., Disallowing and Expunging Proofs of Administrative Expense Claim Numbers 19090 and 19091 (Pioneer North America, Inc., on Behalf of Its Affiliates, Pioneer Automotive Technologies, Inc. and Pioneer Speakers, Inc.) (Docket No. 21151) [a copy of which is attached hereto as Exhibit D]

On March 17, 2011, I caused to be served the document listed below upon the party listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 6) Joint Stipulation and Agreed Order Between Reorganized Debtors, EMCON Technologies, LLC, EMCON Technologies Canada, ULC, and FECT, USA, LLC (I) Resolving Debtors' Omnibus 8.2(b) Objection (Docket No. 13459) and (II) Withdrawing (A) EMCON Technologies, LLC's and EMCON Technologies Canada, ULC's Proposed Cure Claims (Docket No. 12999) and (B) Response to Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13626) (Docket No. 21158) [a copy of which is attached hereto as Exhibit E]

Dated: March 22, 2011

/s/ Darlene Calderon

Darlene Calderon

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 22<sup>nd</sup> day of March, 2011, by  
Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who  
appeared before me.

Signature: /s/ Michelle Cruz

Commission Expires: 1/2/14

# **EXHIBIT A**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	EMAIL	PARTY / FUNCTION
Barnes & Thornburg LLP	Deborah L. Thorne Kathleen L. Matsoukas	One N Wacker Drive	Suite 4400	Chicago	IL	60606	312-357-1313	<a href="mailto:dthorne@btlaw.com">dthorne@btlaw.com</a> <a href="mailto:kmatsoukas@btlaw.com">kmatsoukas@btlaw.com</a>	Counsel to Johnson Controls Battery Group, Inc.; Johnson Controls, Inc. (Power Solutions)
Delphi Automotive Systems LLP	Sean Corcoran Karen Craft David M. Sherbin	5725 Delphi Drive		Troy	MI	48098	248-813-2000	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a> <a href="mailto:karen.i.craft@delphi.com">karen.i.craft@delphi.com</a> <a href="mailto:david.sherbin@delphi.com">david.sherbin@delphi.com</a>	Delphi Automotive Systems LLP
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq. Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	<a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a> <a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a>	Counsel to General Motors Corporation
Ruskin Moscou Faltischek PC	Jeffrey A. Wurst, Esq.	1425 RXR Plaza	15th Floor	Uniondale	NY	11556	516-663-6535	<a href="mailto:jwurst@rmfpc.com">jwurst@rmfpc.com</a>	
Skadden, Arps, Slate, Meagher & Flom LLP	Ron E. Meisler	155 N Wacker Drive	Suite 2700	Chicago	IL	60606-1720	312-407-0700	<a href="mailto:rmeisler@skadden.com">rmeisler@skadden.com</a>	Counsel to the Reorganized Debtor
Weil, Gotshal & Manges LLP	Harvey R. Miller Robert J. Lemons	767 Fifth Avenue		New York	NY	10153	212-310-8500	<a href="mailto:harvey.miller@weil.com">harvey.miller@weil.com</a> <a href="mailto:robert.lemons@weil.com">robert.lemons@weil.com</a>	Counsel to General Motors Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Adalberto Cañadas Castillo		Avda Ramon de Carranza	10-1º	Cadiz		11006	Spain	34 956 226 311	<a href="mailto:adalberto@canadas.com">adalberto@canadas.com</a>	Representative to DASE
Adler Pollock & Sheehan PC	Joseph Avanzato	One Citizens Plz 8th Fl		Providence	RI	02903		401-274-7200	<a href="mailto:javanzato@apslaw.com">javanzato@apslaw.com</a>	Attorneys for Fry's Metals Inc. and Specialty Coatings Systems Eft
Airgas, Inc.	David Boyle	259 Radnor-Chester Road, Suite 100	P.O. Box 6675	Radnor	PA	19087-8675		610-902-6028	<a href="mailto:david.boyle@airgas.com">david.boyle@airgas.com</a>	Counsel to Airgas, Inc.
Akebono Brake Corporaton	Brandon J. Kessinger	310 Ring Road		Elizabethtown	KY	42701		270-234-5580	<a href="mailto:bkessinger@akebono-usa.com">bkessinger@akebono-usa.com</a>	Representative for Akebono Corporation
Akin Gump Strauss Hauer & Feld, LLP	Christina M. Padien	2029 Centure Park East	Suite 2400	Los Angeles	CA	90067		310-229-1000	<a href="mailto:cpadien@akingump.com">cpadien@akingump.com</a>	Counsel to Wamco, Inc.
Akin Gump Strauss Hauer & Feld, LLP	Ira S Dizengoff	One Bryant Park		New York	NY	10036		212-872-1000	<a href="mailto:idezengoff@akingump.com">idezengoff@akingump.com</a>	Counsel to TAI Unsecured Creditors Liquidating Trust
Allen Matkins Leck Gamble & Mallory LLP	Michael S. Greger	1900 Main Street	Fifth Floor	Irvine	CA	92614-7321		949-553-1313	<a href="mailto:mgreger@allenmatkins.com">mgreger@allenmatkins.com</a>	Counsel to Kilroy Realty, L.P.
Alliance for Sustainable Energy LLC	National Renewable Energy Laboratory	Jim Martin Senior Attorney	1617 Golden Blvd MS 1734	Golden	CO	80401		303-384-7497	<a href="mailto:jim.martin@nrel.gov">jim.martin@nrel.gov</a>	Counsel for National Renewable Energy Laboratory
Alston & Bird, LLP	Craig E. Freeman	90 Park Avenue		New York	NY	10016		212-210-9400	<a href="mailto:craig.freeman@alston.com">craig.freeman@alston.com</a>	Counsel to Cadence Innovation, LLC
Alston & Bird, LLP	Dennis J. Connolly; David A. Wender	1201 West Peachtree Street		Atlanta	GA	30309		404-881-7269	<a href="mailto:dconnolly@alston.com">dconnolly@alston.com</a> <a href="mailto:dwender@alston.com">dwender@alston.com</a>	Counsel to Cadence Innovation, LLC, PD George Co, Furukawa Electric Companay, Ltd., and Furukawa Electric North America APD, Inc.
American Axle & Manufacturing, Inc.	Steven R. Keyes	One Dauch Drive, Mail Code 6E-2-42		Detroit	MI	48243		313-758-4868	<a href="mailto:steven.keyes@aam.com">steven.keyes@aam.com</a>	Representative for American Axle & Manufacturing, Inc.
Anglin, Flewelling, Rasmussen, Campbell & Trytten, LLP	Mark T. Flewelling	199 South Los Robles Avenue	Suite 600	Pasadena	CA	91101-2459		626-535-1900	<a href="mailto:mtf@afrc.com">mtf@afrc.com</a>	Counsel to Stanley Electric Sales of America, Inc.
Arent Fox PLLC	Robert M. Hirsh	1675 Broadway		New York	NY	10019		212-484-3900	<a href="mailto:Hirsh.Robert@arentfox.com">Hirsh.Robert@arentfox.com</a>	Counsel to Pullman Bank and Trust Company
Arnall Golden Gregory LLP	Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404-873-8120	<a href="mailto:dladdin@agg.com">dladdin@agg.com</a>	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)
Arnold & Porter LLP	Joel M. Gross	555 Twelfth Street, N.W.		Washington	D.C.	20004-1206		202-942-5000	<a href="mailto:joel_gross@aporter.com">joel_gross@aporter.com</a>	Counsel to CSX Transportation, Inc.
ATS Automation Tooling Systems Inc.	Carl Galloway	250 Royal Oak Road		Cambridge	Ontario	N3H 4R6	Canada	519-653-4483	<a href="mailto:cgalloway@atsautomation.com">cgalloway@atsautomation.com</a>	Company
Balch & Bingham LLP	Eric T. Ray	PO Box 306		Birmingham	AL	35201		205-251-8100	<a href="mailto:eray@balch.com">eray@balch.com</a>	Attorney for Alabama Power Company
Barack, Ferrazzano, Kirschbaum & Nagelberg LLP	Kimberly J. Robinson	200 W Madison St Ste 3900		Chicago	IL	60606		312-984-3100	<a href="mailto:kim.robinson@bfkn.com">kim.robinson@bfkn.com</a>	Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.
Barack, Ferrazzano, Kirschbaum & Nagelberg LLP	William J. Barrett	200 W Madison St Ste 3900		Chicago	IL	60606		312-984-3100	<a href="mailto:william.barrett@bfkn.com">william.barrett@bfkn.com</a>	Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	<a href="mailto:alan.mills@btlaw.com">alan.mills@btlaw.com</a>	Counsel to Mays Chemical Company
Barnes & Thornburg LLP	Damon R Leichty	600 1st Source Bank Center	100 North Michigan	South Bend	IN	46601		574-233-1171	<a href="mailto:damon.leichty@btlaw.com">damon.leichty@btlaw.com</a>	Counsel to Bank of America, N.A.
Barnes & Thornburg LLP	David M. Powlen	1000 N West Street	Suite 1200	Wilmington	DE	19801		302-888-4536	<a href="mailto:david.powlen@btlaw.com">david.powlen@btlaw.com</a>	Counsel to Howard County, Indiana

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Barnes & Thornburg LLP	Deborah L. Thorne	One North Wacker Drive	Suite 4400	Chicago	IL	60606		312-357-1313	<a href="mailto:deborah.thorne@btlaw.com">deborah.thorne@btlaw.com</a>	Counsel to Johnson Controls Battery Group, Inc.; Johnson Controls, Inc. (Power Solutions)
Barnes & Thornburg LLP	John T. Gregg	171 Monroe Avenue NW	Suite 1000	Grand Rapids	MI	49503		616-742-3930	<a href="mailto:jgregg@btlaw.com">jgregg@btlaw.com</a>	Counsel to Priority Health; Clarion Corporation of America; Continental AG and Affiliates
Barnes & Thornburg LLP	Kathleen L. Matsoukas	One North Wacker Drive	Suite 4400	Chicago	IL	60606		312-357-1313	<a href="mailto:kathleen.matsoukas@btlaw.com">kathleen.matsoukas@btlaw.com</a>	Counsel to Johnson Controls Battery Group, Inc.; Johnson Controls, Inc. (Power Solutions); Howard County, Indiana
Barnes & Thornburg LLP	Mark R. Owens	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	<a href="mailto:mark.owens@btlaw.com">mark.owens@btlaw.com</a>	Counsel to Clarion Corporation of America
Barnes & Thornburg LLP	Michael K. McCrory	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	<a href="mailto:michael.mccrory@btlaw.com">michael.mccrory@btlaw.com</a>	Counsel to Gibbs Die Casting Corporation; Clarion Corporation of America
Barnes & Thornburg LLP	Patrick E. Mears	171 Monroe Avenue NW	Suite 1000	Grand Rapids	MI	49503		616-742-3936	<a href="mailto:pmears@btlaw.com">pmears@btlaw.com</a>	Counsel to Armada Rubber Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Corporation
Barnes & Thornburg LLP	Sarah Quinn Kuhny	600 1st Source Bank Center	100 North Michigan	South Bend	IN	46601		574-233-1171	<a href="mailto:sarah.kuhny@btlaw.com">sarah.kuhny@btlaw.com</a>	Counsel to Bank of America, N.A.
Barnes & Thornburg LLP	Wendy D. Brewer	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	<a href="mailto:wendy.brewer@btlaw.com">wendy.brewer@btlaw.com</a>	Counsel to Gibbs Die Casting Corporation
Bartlett Hackett Feinberg P.C.	Frank F. McGinn	155 Federal Street	9th Floor	Boston	MA	02110		617-422-0200	<a href="mailto:ffm@bostonbusinesslaw.com">ffm@bostonbusinesslaw.com</a>	Counsel to Iron Mountain Information Management, Inc.
Beeman Law Office	Thomas M Beeman	33 West 10th Street	Suite 200	Anderson	IN	46016		765-640-1330	<a href="mailto:tom@beemanlawoffice.com">tom@beemanlawoffice.com</a>	Counsel to Madison County (Indiana) Treasurer
Bernstein Litowitz Berger & Grossman	Hannah E. Greenwald	1285 Avenue of the Americas		New York	NY	10019		212-554-1411	<a href="mailto:hannah@blbglaw.com">hannah@blbglaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Berry Moorman P.C.	James P. Murphy	535 Griswold	Suite 1900	Detroit	MI	48226		313-496-1200	<a href="mailto:murph@berrymoorman.com">murph@berrymoorman.com</a>	Counsel to Kamax L.P.; Optrex America, Inc.; GKN Sinter Metals, Inc.
Bialson, Bergen & Schwab	Kenneth T. Law, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	<a href="mailto:klaw@bbslaw.com">klaw@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc.
Bialson, Bergen & Schwab	Lawrence M. Schwab, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	<a href="mailto:lschwab@bbslaw.com">lschwab@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc.; Soletron Corporation; Soletron De Mexico SA de CV; Soletron Invotronics; Coherent, Inc.; Veritas Software Corporation
Bialson, Bergen & Schwab	Thomas M. Gaa	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	<a href="mailto:tgaa@bbslaw.com">tgaa@bbslaw.com</a>	Counsel to Veritas Software Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Bingham McCutchen LLP	Kate K Simon	One State Street		Hartford	CT	06103		860-240-2700	<a href="mailto:kate.simon@bingham.com">kate.simon@bingham.com</a>	Counsel to Sumitomo Corporation and Sumitomo Corp. of America
Bingham McHale LLP	Whitney L Mosby	10 West Market Street	Suite 2700	Indianapolis	IN	46204		317-635-8900	<a href="mailto:wmosby@binghammchale.com">wmosby@binghammchale.com</a>	Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation
Blank Rome LLP	Marc E. Richards	The Chrysler Building	405 Lexington Avenue	New York	NY	10174		212-885-5000	<a href="mailto:mrichards@blankrome.com">mrichards@blankrome.com</a>	Counsel to DENSO International America, Inc.
Bodman LLP	Ralph E. McDowell	100 Renaissance Center	34th Floor	Detroit	MI	48243		313-393-7592	<a href="mailto:rmcdowell@bodmanllp.com">rmcdowell@bodmanllp.com</a>	Counsel to Freudenberg-NOK; General Partnership; Freudenberg-NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.; Lear Corporation; American Axle & Manufacturing, Inc.
Bond, Schoeneck & King, PLLC	Camille W. Hill	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	<a href="mailto:chill@bsk.com">chill@bsk.com</a>	Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp.
Bond, Schoeneck & King, PLLC	Charles J. Sullivan	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	<a href="mailto:csullivan@bsk.com">csullivan@bsk.com</a>	Counsel to Diemolding Corporation
Bond, Schoeneck & King, PLLC	Stephen A. Donato	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	<a href="mailto:sdonato@bsk.com">sdonato@bsk.com</a>	Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp; Diemolding Corporation
Boult, Cummings, Conners & Berry, PLC	Austin L. McMullen	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203		615-252-2307	<a href="mailto:amcmullen@bccb.com">amcmullen@bccb.com</a>	Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.
Boult, Cummings, Conners & Berry, PLC	Roger G. Jones	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203		615-252-2307	<a href="mailto:rjones@bccb.com">rjones@bccb.com</a>	Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.
Brembo S.p.A.	Massimiliano Cini	Administration Department via Brembo 25	24035 Curno BG	Bergamo			Italy	00039-035-605-529	<a href="mailto:massimiliano_cini@brembo.it">massimiliano_cini@brembo.it</a>	Creditor
Brown & Connery, LLP	Donald K. Ludman	6 North Broad Street		Woodbury	NJ	08096		856-812-8900	<a href="mailto:dludman@brownconnery.com">dludman@brownconnery.com</a>	Counsel to SAP America, Inc.
Buchalter Nemer, A Profesional Corporation	Shawn M. Christianson	333 Market Street	25th Floor	San Francisco	CA	94105-2126		415-227-0900	<a href="mailto:schristianson@buchalter.com">schristianson@buchalter.com</a>	Counsel to Oracle USA, Inc.; Oracle Credit Corporation
Buchanan Ingersoll & Rooney PC	Mark Pfeiffer	50 S. 16th St Ste 3200		Philadelphia	PA	19102		215-665-8700	<a href="mailto:mark.pfeiffer@bipc.com">mark.pfeiffer@bipc.com</a>	Counsel to ATEL Leasing Corp.
Buchanan Ingersoll & Rooney PC	Mary Caloway	The Brandywine Building	1000 West Street, Suite 1410	Wilmington	DE	19801		302-552-4200	<a href="mailto:mary.caloway@bipc.com">mary.caloway@bipc.com</a>	Counsel to Fiduciary Counselors
Buchanan Ingersoll & Rooney PC	Peter S. Russ	620 Eighth Ave	23rd Floor	New York	NY	10018		212-440-4400	<a href="mailto:peter.russ@bipc.com">peter.russ@bipc.com</a>	Counsel to ATEL Leasing Corp.
Buchanan Ingersoll & Rooney PC	William H. Schorling, Esq.	Two Liberty Place	50 S. 16th St., Ste 3200	Philadelphia	PA	19102		215-665-5326	<a href="mailto:william.schorling@bipc.com">william.schorling@bipc.com</a>	Counsel to Fiduciary Counselors
Butzel Long	Cynthia J. Haffey	150 W. Jefferson	Suite 100	Detroit	MI	48226		313-983-7434	<a href="mailto:haffey@butzel.com">haffey@butzel.com</a>	Counsel to Delphi Corporation
Butzel Long	Donald V. Orlandoni	150 W. Jefferson	Suite 100	Detroit	MI	48226		313-225-7063	<a href="mailto:orlandoni@butzel.com">orlandoni@butzel.com</a>	Counsel to Delphi Corporation
Cadwalader Wickersham & Taft LLP	Jeannine D'Amico	1201 F St NW Ste 1100		Washington	DC	20004		202-862-2452	<a href="mailto:jeannine.damico@cwtt.com">jeannine.damico@cwtt.com</a>	Attorneys for the Audit Committee of Dephi Corporation



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Cadwalader Wickersham & Taft LLP	John J. Rapisardi Esq Joseph Zujkowski Esq	One World Financial Center		New York	NY	10281		212-504-6000	<a href="mailto:john.rapisardi@cwtf.com">john.rapisardi@cwtf.com</a> <a href="mailto:joseph.zujkowski@cwtf.com">joseph.zujkowski@cwtf.com</a> <a href="mailto:jonathan.greenberg@BASF.COM">jonathan.greenberg@BASF.COM</a>	Counsel to the Auto Task Force of the U.S. Department of the Treasury
Cahill Gordon & Reindel LLP	Jonathan Greenberg	80 Pine Street		New York	NY	10005		212-701-3000		Counsel to Engelhard Corporation
Cahill Gordon & Reindel LLP	Kevin Burke	80 Pine Street		New York	NY	10005		212-701-3000	<a href="mailto:kburke@cahill.com">kburke@cahill.com</a>	Counsel to Engelhard Corporation
Calfee, Halter & Griswold LLC	Jean R. Robertson, Esq.	1400 McDonald Investment Ctr	800 Superior Ave	Cleveland	OH	44114		216-622-8404	<a href="mailto:jrobertson@calfee.com">jrobertson@calfee.com</a>	Counsel to Brush Engineered materials
Calinoff & Katz, LLP	Dorothy H. Marinis-Riggio Robert Calinoff	140 East 45th Street	17th Floor	New York	NY	10017		212-826-8800	<a href="mailto:dhriaggio@gmail.com">dhriaggio@gmail.com</a> <a href="mailto:rcalinoff@candklaw.com">rcalinoff@candklaw.com</a>	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, I
Cantor Colburn LLP	Michael J Rye	20 Church Street	22nd Floor	Hartford	CT	06103-3207		860-286-2929	<a href="mailto:mrye@cantorcolburn.com">mrye@cantorcolburn.com</a>	Patent Counsel to Delphi Corporation et al., Debtors and Debtors-in-Possession
Carson Fischer, P.L.C.	Joseph M Fischer Patrick J Kukla	4111 Andover Road	West 2nd Floor	Bloomfield Hills	MI	48302		248-644-4840	<a href="mailto:brcy@carsonfischer.com">brcy@carsonfischer.com</a>	Counsel to Bing Metals Group, LLC; Behr America, Inc.; Findlay Industries; Vitac, LLC
Carson Fischer, P.L.C.	Robert A. Weisberg	4111 Andover Road	West 2nd Floor	Birmingham	MI	48302		248-644-4840	<a href="mailto:rweisberg@carsonfischer.com">rweisberg@carsonfischer.com</a> <a href="mailto:brcy@carsonfischer.com">brcy@carsonfischer.com</a>	Counsel to Cascade Die Casting Group, Inc.; Behr America, Inc.
Carter Ledyard & Milburn LLP	Aaron R. Cahn	2 Wall Street		New York	NY	10005		212-732-3200	<a href="mailto:cahn@clm.com">cahn@clm.com</a>	Counsel to STMicroelectronics, Inc.
Chadbourne & Parke LLP	Douglas Deutsch, Esq.	30 Rockefeller Plaza		New York	NY	10112		212-408-5100	<a href="mailto:ddeutsch@chadbourne.com">ddeutsch@chadbourne.com</a>	Counsel to EagleRock Capital Management, LLC
Clark Hill PLC	Joel D. Applebaum	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	<a href="mailto:japplebaum@clarkhill.com">japplebaum@clarkhill.com</a>	Counsel to 1st Choice Heating & Cooling, Inc.; BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC
Clark Hill PLC	Shannon Deeby	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	<a href="mailto:sdeeby@clarkhill.com">sdeeby@clarkhill.com</a>	Counsel to BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC
Clark Hill PLLC	Robert D. Gordon	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8572	<a href="mailto:rgordon@clarkhill.com">rgordon@clarkhill.com</a>	Counsel to ATS Automation Tooling Systems Inc.
Cleary Gottlieb Steen & Hamilton LLP	Deborah M. Buell	One Liberty Plaza		New York	NY	10006		212-225-2000	<a href="mailto:maofiling@cgsh.com">maofiling@cgsh.com</a>	Counsel to Arneses Electricos Automotrices, S.A.de C.V.; Cordaflex, S.A. de C.V.
Cleary, Gottlieb, Steen & Hamilton LLP	James L. Bromley	One Liberty Plaza		New York	NY	10006		212-225-2000	<a href="mailto:maofiling@cgsh.com">maofiling@cgsh.com</a>	Counsel to Bear, Stearns, Co. Inc.; Citigroup, Inc.; Credit Suisse First Boston; Deutsche Bank Securities, Inc.; Goldman Sachs Group, Inc.; JP Morgan Chase & Co.; Lehman Brothers, Inc.; Merrill Lynch & Co.; Morgan Stanley & Co., Inc.; UBS Securities, LLC
Cohen & Grigsby, P.C.	Thomas D. Maxson	11 Stanwix Street	15th Floor	Pittsburgh	PA	15222-1319		412-297-4706	<a href="mailto:tmaxson@cohenlaw.com">tmaxson@cohenlaw.com</a>	Counsel to Nova Chemicals, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Cohen, Weiss & Simon LLP	Joseph J. Vitale Babette Ceccotti	330 West 42nd Street		New York	NY	10036		212-356-0238	<a href="mailto:jvitale@cwsny.com">jvitale@cwsny.com</a> <a href="mailto:bceccotti@cwsny.com">bceccotti@cwsny.com</a>	Counsel to International Union, United Automobile, Aerospace and Agriculture Implement Works of America (UAW)
Cohn Birnbaum & Shea P.C.	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	CT	06103		860-493-2200	<a href="mailto:srosen@cb-shea.com">srosen@cb-shea.com</a>	Counsel to Floyd Manufacturing Co., Inc.
Connolly Bove Lodge & Hutz LLP	Jeffrey C. Wisler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899		302-658-9141	<a href="mailto:jwisler@cblh.com">jwisler@cblh.com</a>	Counsel to ORIX Warren, LLC
Coolidge Wall Co. LPA	Ronald S. Pretekin	33 West First Street	Suite 600	Dayton	OH	45402		937-223-8177	<a href="mailto:Pretekin@coollaw.com">Pretekin@coollaw.com</a>	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company; Attorneys for Columbia Industrial
Covington & Burling	Susan Power Johnston Aaron R. Marcu	620 Eighth Ave		New York	NY	10018		212-841-1005	<a href="mailto:sjohnston@cov.com">sjohnston@cov.com</a>	Special Counsel to the Debtor
Cox, Hodgman & Giarmarco, P.C.	Sean M. Walsh, Esq.	Tenth Floor Columbia Center	101 W. Big Beaver Road	Troy	MI	48084-5280		248-457-7000	<a href="mailto:swalsh@chglaw.com">swalsh@chglaw.com</a>	Counsel to Nishinbo Automotive Corporation
Curtin & Heefner, LLP	Daniel P. Mazo	250 N. Pennsylvania Avenue		Morrisville	PA	19067		215-736-2521	<a href="mailto:dpm@curtinheefner.com">dpm@curtinheefner.com</a>	Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.
Curtis, Mallet-Prevost, Colt & Mosle LLP	Cindi Eilbott	101 Park Avenue		New York	NY	10178-0061		212-696-6936	<a href="mailto:ceilbott@curtis.com">ceilbott@curtis.com</a>	Counsel to Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A. de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	<a href="mailto:wsavino@damonmorey.com">wsavino@damonmorey.com</a>	Counsel to Relco, Inc.; The Durham Companies, Inc.
David P. Martin		519 Energy Center Blvd	Ste 1104	Northport	AL	35401		205-343-1771	<a href="mailto:davidpmartin@erisacase.com">davidpmartin@erisacase.com</a> <a href="mailto:davidpmartin@bellsouth.net">davidpmartin@bellsouth.net</a>	Co-Counsel for David Gargis, Jimmy Mueller, and D. Keith Livingston
Day Pitney LLP	Richard M. Meth	P.O. Box 1945		Morristown	NJ	07962-1945		973-966-6300	<a href="mailto:rmeth@daypitney.com">rmeth@daypitney.com</a>	Counsel to Marshall E. Campbell Company
Day Pitney LLP	Ronald S. Beacher Conrad K. Chiu	7 Times Square		New York	NY	10036		212-297-5800	<a href="mailto:rbeacher@daypitney.com">rbeacher@daypitney.com</a> <a href="mailto:cchiu@daypitney.com">cchiu@daypitney.com</a>	Counsel to IBJTC Business Credit Corporation, as successor to IBJ Whitehall Business Credit Corporation
Dechert LLP	Glenn E. Siegel James O. Moore	1095 Avenue of the Americas		New York	NY	10036-6797		212-698-3500	<a href="mailto:glenn.siegel@dechert.com">glenn.siegel@dechert.com</a> <a href="mailto:james.moore@dechert.com">james.moore@dechert.com</a>	Counsel for Kensington International Limited, Manchester Securities Corp. and Springfield Associates, LLC
Denso International America, Inc.	Carol Sowa	24777 Denso Drive		Southfield	MI	48086		248-372-8531	<a href="mailto:carol_sowa@denso-diam.com">carol_sowa@denso-diam.com</a>	Counsel to Denso International America, Inc.
DiConza Law, P.C.	Gerard DiConza, Esq.	630 Third Avenue, 7th Floor		New York	NY	10017		212-682-4940	<a href="mailto:gdiConza@dLawpc.com">gdiConza@dLawpc.com</a>	Counsel to Tyz-Air Plastics, Inc.; Co-Counsel to Tower Automotive, Inc.
Dinsmore & Shohl LLP	John Persiani	1900 Chemed Center	255 East Fifth Street	Cincinnati	OH	45202		513-977-8200	<a href="mailto:john.persiani@dinslaw.com">john.persiani@dinslaw.com</a>	Counsel to The Procter & Gamble Company

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
DLA Piper Rudnick Gray Cary US LLP	Richard M. Kremen Maria Ellena Chavez-Ruark	The Marbury Building	6225 Smith Avenue	Baltimore	Maryland	21209-3600		410-580-3000	<a href="mailto:richard.kremen@dlapiper.com">richard.kremen@dlapiper.com</a>	Counsel to Constellation NewEnergy, Inc. & Constellation NewEnergy - Gas Division, LLC
Drinker Biddle & Reath LLP	Andrew C. Kassner	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	<a href="mailto:andrew.kassner@dbr.com">andrew.kassner@dbr.com</a>	Counsel to Penske Truck Leasing Co., L.P.
Drinker Biddle & Reath LLP	David B. Aaronson	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	<a href="mailto:david.aaronson@dbr.com">david.aaronson@dbr.com</a>	Counsel to Penske Truck Leasing Co., L.P. and Quaker Chemical Corporation
Duane Morris LLP	Joseph H. Lemkin	744 Broad Street	Suite 1200	Newark	NJ	07102		973-424-2000	<a href="mailto:jhlemkin@duanemorris.com">jhlemkin@duanemorris.com</a>	Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC; and Hosiden America Corporation
Duane Morris LLP	Lewis R Olshin Esq	30 South 17th Street		Philadelphia	PA	19103		215-979-1129	<a href="mailto:Olshin@duanemorris.com">Olshin@duanemorris.com</a>	Counsel to ACE American Insurance Company and Pacific Employers Insurance Company
Duane Morris LLP	Margery N. Reed, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	<a href="mailto:dmdelphi@duanemorris.com">dmdelphi@duanemorris.com</a> <a href="mailto:mreed@duanemorris.com">mreed@duanemorris.com</a>	Counsel to ACE American Insurance Company and Pacific Employers Insurance Company
Duane Morris LLP	Wendy M. Simkulak, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1547	<a href="mailto:wmsimkulak@duanemorris.com">wmsimkulak@duanemorris.com</a>	Counsel to ACE American Insurance Company and Pacific Employers Insurance Company
Dykema Gossett PLLC	Douglas S Parker	39577 Woodward Ave	Suite 300	Bloomfield Hills	MI	48304		248-203-0703	<a href="mailto:dparker@dykema.com">dparker@dykema.com</a>	Counsel for Federal Screw
Dykema Gossett PLLC	Robert D. Nachman	10 South Wacker Drive	Suite 2300	Chicago	IL	60606		312-876-1700	<a href="mailto:rnachman@dykema.com">rnachman@dykema.com</a>	Counsel to MJ Celco, Inc.
Electronic Data Systems Corporation	Ayala Hassell	5400 Legacy Dr.	Mail Stop H3-3A-05	Plano	TX	75024		212-715-9100	<a href="mailto:ayala.hassell@eds.com">ayala.hassell@eds.com</a>	Representative for Electronic Data Systems Corporation
Ellenberg, Ogier, Rothschild & Rosenfeld, P.C.	Barbara Ellis-Monro	170 Mitchell Street, SW		Atlanta	GA	30303		404-581-3818	<a href="mailto:bem@eorrlaw.com">bem@eorrlaw.com</a>	Counsel to Southwire Company
Entergy Services, Inc.	Alan H. Katz	639 Loyola Ave 26th Fl		New Orleans	LA	70113			<a href="mailto:akatz@entergy.com">akatz@entergy.com</a>	Assistant General Counsel to Entergy Services, Inc
Epstein Becker & Green PC	Maura I. Russell Anthony B. Stumbo	250 Park Ave	11th Floor	New York	NY	10177-1211		212-351-4500	<a href="mailto:MRussell@ebqlaw.com">MRussell@ebqlaw.com</a>	Counsel to SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund Ltd
Ettelman & Hochheiser, P.C.	Gary Ettelman	c/o Premium Cadillac	77 Main Street	New Rochelle	NY	10801		516-227-6300	<a href="mailto:gettelman@e-hlaw.com">gettelman@e-hlaw.com</a>	Counsel to Jon Ballin
Faegre & Benson LLP	Elizabeth K. Flaagan	3200 Wells Fargo Center	1700 Lincoln St	Denver	CO	80203-4532		303-607-3694	<a href="mailto:eflaagan@faegre.com">eflaagan@faegre.com</a>	Counsel to CoorsTek, Inc.; Corus, L.P.
Farrell Fritz PC	Louis A. Scarcella Patrick T. Collins	1320 RexCorp Plaza		Uniondale	NY	11556-1320		516-227-0700	<a href="mailto:lscarcella@farrellfritz.com">lscarcella@farrellfritz.com</a> <a href="mailto:pcollins@farrellfritz.com">pcollins@farrellfritz.com</a>	Counsel to Official Committee of Equity Holders
Filardi Law Offices LLC	Charles J. Filardi, Jr., Esq.	65 Trumbull Street	Second Floor	New Haven	CT	06510		203-562-8588	<a href="mailto:charles@filardi-law.com">charles@filardi-law.com</a>	Counsel to Federal Express Corporation
Finkel Goldstein Rosenbloom & Nash LLP	Ted J. Donovan	26 Broadway	Suite 711	New York	NY	10004		212-344-2929	<a href="mailto:tdonovan@finkgold.com">tdonovan@finkgold.com</a>	Counsel to Pillarhouse (U.S.A.) Inc.
Foley & Lardner LLP	Ann Marie Uetz	500 Woodward Avenue	Suite 2700	Detroit	MI	48226-3489		313-234-7100	<a href="mailto:auetz@foley.com">auetz@foley.com</a>	Counsel to PBR Tennessee
Foley & Lardner LLP	Jill L. Murch	321 North Clark Street	Suite 2800	Chicago	IL	60610-4764		312-832-4500	<a href="mailto:jmurch@foley.com">jmurch@foley.com</a>	Counsel to Kuss Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Foley & Lardner LLP	John A. Simon	One Detroit Center	500 Woodward Ave Suite 2700	Detroit	MI	48226-3489		313-234-7100	<a href="mailto:jsimon@foley.com">jsimon@foley.com</a>	Counsel to Ernst & Young LLP
Foley & Lardner LLP	John R. Trentacosta Katherine R. Catanese	500 Woodward Avenue	Suite 2700	Detroit	MI	48226-3489		313-234-7100	<a href="mailto:jtrentacosta@foley.com">jtrentacosta@foley.com</a> <a href="mailto:kcatanese@foley.com">kcatanese@foley.com</a>	Counsel to Kautex Inc.
Fox Rothschild LLP	Brian Isen	1301 Atlantic Avenue		Atlantic City	NJ	08401		609-348-2294	<a href="mailto:bisen@foxrothschild.com">bisen@foxrothschild.com</a>	Counsel to M&Q Plastic Products L.P.
Fox Rothschild LLP	Fred Stevens	100 Park Avenue	15th Floor	New York	NY	10017		212-878-7900	<a href="mailto:fstevens@foxrothschild.com">fstevens@foxrothschild.com</a>	Counsel to M&Q Plastic Products, Inc.
Frederick T. Rikkers		419 Venture Court	P.O. Box 930555	Verona	WI	53593		608-848-6350	<a href="mailto:fridders@rikkerslaw.com">fridders@rikkerslaw.com</a>	Counsel to Southwest Metal Finishing, Inc.
Frost Brown Todd LLC	Ronald E. Gold	2200 PNC Center	201 East Fifth Street	Cincinnati	OH	45202-4182		513-651-6156	<a href="mailto:rgold@fbtlaw.com">rgold@fbtlaw.com</a>	Counsel to AKS Receivables, LLC
Fulbright & Jaworski LLP	David A. Rosenzweig	666 Fifth Avenue		New York	NY	10103-3198		212-318-3000	<a href="mailto:drosenzweig@fulbright.com">drosenzweig@fulbright.com</a>	Counsel to Southwest Research Institute Attorney for Solvay Fluorides, LLC
Fulbright & Jaworski LLP	Michael M. Parker	300 Convent St Ste 2200		San Antonio	TX	78205		210-224-5575	<a href="mailto:mparker@fulbright.com">mparker@fulbright.com</a>	Counsel to Southwest Research Institute
Genovese Joblove & Battista, P.A.	David C. Cimo	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131		305-349-2300	<a href="mailto:dcimo@gjb-law.com">dcimo@gjb-law.com</a>	Counsel to Ryder Integrated Logistics, Inc.
Gibbons P.C.	David N. Crapo	One Gateway Center		Newark	NJ	07102-5310		973-596-4523	<a href="mailto:dcrapo@gibbonslaw.com">dcrapo@gibbonslaw.com</a>	Counsel to Epcos, Inc.
Goldberg Segalla LLP	Attn Bruce W. Hoover	665 Main St Ste 400		Buffalo	NY	14203		716-566-5400	<a href="mailto:bhoover@goldbergsegalla.com">bhoover@goldbergsegalla.com</a>	Attorneys for MasTec Inc.
Gorlick, Kravitz & Listhaus, P.C.	Barbara S. Mehlsack	17 State Street	4th Floor	New York	NY	10004		212-269-2500	<a href="mailto:bmehlsack@qkllaw.com">bmehlsack@qkllaw.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Goulston & Storrs, P.C.	Peter D. Bilowz	400 Atlantic Avenue		Boston	MA	02110-333		617-482-1776	<a href="mailto:pbilowz@goulstonstorrs.com">pbilowz@goulstonstorrs.com</a>	Counsel to Thermotech Company
Grant & Eisenhofer P.A.	James J. Sabella	485 Lexington Ave		New York	NY	10017		646-722-8520	<a href="mailto:jsabella@gelaw.com">jsabella@gelaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Grant & Eisenhofer P.A.	Jay W. Eisenhofer	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111		212-755-6501	<a href="mailto:jeisenhofer@gelaw.com">jeisenhofer@gelaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Gratz, Miller & Brueggeman, S.C.	Matthew R. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	<a href="mailto:mrr@previant.com">mrr@previant.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Graydon Head & Ritchey LLP	J. Michael Debbler, Susan M. Argo	1900 Fifth Third Center	511 Walnut Street	Cincinnati	OH	45202		513-621-6464	<a href="mailto:mdebbler@graydon.com">mdebbler@graydon.com</a>	Counsel to Grote Industries; Batesville Tool & Die; PIA Group; Reliable Castings
Greenberg Traurig, LLP	Maria J. DiConza	MetLife Bldg	200 Park Avenue	New York	NY	10166		212-801-9200	<a href="mailto:diconzam@gtlaw.com">diconzam@gtlaw.com</a>	Counsel to Samtech Corporation
Greenberg Traurig, LLP	Shari L. Heyen	1000 Louisiana	Suite 1800	Houston	TX	77002		713-374-3500	<a href="mailto:heyens@gtlaw.com">heyens@gtlaw.com</a>	Counsel to Samtech Corporation
Greensfelder, Hemker & Gale, P.C.	Cherie Macdonald J. Patrick Bradley	10 S. Broadway	Suite 200	St. Louis	MO	63102		314-241-9090	<a href="mailto:ckm@greensfelder.com">ckm@greensfelder.com</a> <a href="mailto:jpb@greensfelder.com">jpb@greensfelder.com</a>	Counsel to ARC Automotive, Inc.
Hahn Loeser & Parks LLP	Lawrence E Oscar Christopher W Peer	200 Public Square	Suite 2800	Cleveland	OH	44114		216-621-0150	<a href="mailto:leoscar@hahnlaw.com">leoscar@hahnlaw.com</a> <a href="mailto:cpeer@hahnlaw.com">cpeer@hahnlaw.com</a>	Counsel to Casco Products, a Unit of Sequa Corporation and ARC Automotive, Inc.
Halperin Battaglia Raicht, LLP	Alan D. Halperin Christopher J. Battaglia Julie D. Dyas	555 Madison Avenue	9th Floor	New York	NY	10022		212-765-9100	<a href="mailto:cbattaglia@halperinlaw.net">cbattaglia@halperinlaw.net</a> <a href="mailto:ahalperin@halperinlaw.net">ahalperin@halperinlaw.net</a> <a href="mailto:jdyas@halperinlaw.net">jdyas@halperinlaw.net</a>	Counsel to Pacific Gas Turbine Center, LLC and Chromalloy Gas Turbine Corporation; ARC Automotive, Inc.
Hancock & Estabrook LLP	R John Clark Esq	1500 Tower I	PO Box 4976	Syracuse	NY	13221-4976		315-471-3151	<a href="mailto:riclark@hancocklaw.com">riclark@hancocklaw.com</a>	Counsel to Alliance Precision Plastics Corporation
Harrington, Dragich & O'Neill PLLC	David G Dragich	21043 Mack Avenue		Grosse Pointe Woods	MI	48236		313-886-4550	<a href="mailto:ddragich@hdolaw.com">ddragich@hdolaw.com</a>	Counsel to Internet Corporation
Harris D. Leinwand	Harris D. Leinwand	315 Madison Avenue	Suite 901	New York	NY	10017		212-725-7338	<a href="mailto:hleinwand@aol.com">hleinwand@aol.com</a>	Counsel to Baker Hughes Incorporated; Baker Petrolite Corporation
Haskell Slaughter Young & Rediker LLC	Robert H. Adams	2001 Park Place North	Suite 1400	Birmingham	AL	35203		205-251-1000	<a href="mailto:rha@hsy.com">rha@hsy.com</a>	Counsel to Simco Construction, Inc.
Haynes and Boone, LLP	Judith Elkin	153 East 53rd Street	Suite 4900	New York	NY	10022		212-659-7300	<a href="mailto:judith.elkin@haynesboone.com">judith.elkin@haynesboone.com</a>	Counsel to Highland Capital Management, L.P.
Haynes and Boone, LLP	Lenard M. Parkins Kenric D. Kattner	1 Houston Center	1221 McKinney, Suite 2100	Houston	TX	77010		713-547-2000	<a href="mailto:lenard.parkins@haynesboone.com">lenard.parkins@haynesboone.com</a> <a href="mailto:kenric.kattner@haynesboone.com">kenric.kattner@haynesboone.com</a>	Counsel to Highland Capital Management, L.P.
Herrick, Feinstein LLP	Paul Rubin	2 Park Avenue		New York	NY	10016		212-592-1448	<a href="mailto:prubin@herrick.com">prubin@herrick.com</a>	Counsel to Canon U.S.A., Inc. and Schmidt Technology GmbH
Hewlett-Packard Company	Kenneth F. Higman	2125 E. Katella Avenue	Suite 400	Anaheim	CA	92806		714-940-7120	<a href="mailto:ken.higman@hp.com">ken.higman@hp.com</a>	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Ramona S. Neal	11311 Chinden Blvd., M/S 314		Boise	ID	83714-0021		208-396-6484	<a href="mailto:Ramona.neal@hp.com">Ramona.neal@hp.com</a>	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Sharon Petrosino	420 Mountain Avenue		Murray Hill	NJ	07974		908-898-4760	<a href="mailto:sharon.petrosino@hp.com">sharon.petrosino@hp.com</a>	Counsel to Hewlett-Packard Financial Services Company
Hinckley Allen & Snyder LLP	Michael J Pendell	185 Asylum St CityPlace I	35th Floor	Hartford	CT	06103-3488		860-725-6200	<a href="mailto:mpendell@haslaw.com">mpendell@haslaw.com</a>	Counsel to Barnes Group, Inc.
Hiscock & Barclay, LLP	J. Eric Charlton	300 South Salina Street	PO Box 4878	Syracuse	NY	13221-4878		315-425-2716	<a href="mailto:echarlton@hiscockbarclay.com">echarlton@hiscockbarclay.com</a>	Counsel to GW Plastics, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Hodgson Russ LLP	Garry M. Graber	The Guaranty Building	140 Pearl Street, Suite 100	Buffalo	NY	14202-4040		716-856-4000	<a href="mailto:ggrab@hodgsonruss.com">ggrab@hodgsonruss.com</a>	Counsel to Hexcel Corporation; Unifrax I LLC f/k/a Unifrax Corporation
Hodgson Russ LLP	James C. Thoman	The Guaranty Building	140 Pearl Street, Suite 100	Buffalo	NY	14202-4040		716-856-4000	<a href="mailto:jthoman@hodgsonruss.com">jthoman@hodgsonruss.com</a>	Counsel to Unifrax I LLC f/k/a Unifrax Corporation
Hogan & Hartson L.L.P.	Audrey Moog	Columbia Square	555 Thirteenth Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	<a href="mailto:amoog@hhlaw.com">amoog@hhlaw.com</a>	Counsel to Umicore Autocat Canada Corp.
Hogan & Hartson L.L.P.	Edward C. Dolan	Columbia Square	555 Thirteenth Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	<a href="mailto:ecdolan@hhlaw.com">ecdolan@hhlaw.com</a>	Counsel to Umicore Autocat Canada Corp.
Hogan & Hartson L.L.P.	Scott A. Golden	875 Third Avenue		New York	NY	10022		212-918-3000	<a href="mailto:sagolden@hhlaw.com">sagolden@hhlaw.com</a>	Counsel to XM Satellite Radio Inc.
Hogan Lovells US LLP	Matthew P Morris	875 Third Avenue		New York	NY	10022		212-918-3000	<a href="mailto:matthew.morris@hoganlovells.com">matthew.morris@hoganlovells.com</a>	Counsel to TESA AG
Honigman, Miller, Schwartz and Cohn, LLP	Donald T. Baty, Jr.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7314	<a href="mailto:dbaty@honigman.com">dbaty@honigman.com</a>	Counsel to Fujitsu Ten Corporation of America
Honigman, Miller, Schwartz and Cohn, LLP	E. Todd Sable	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7548	<a href="mailto:tsable@honigman.com">tsable@honigman.com</a>	Counsel to Valeo Climate Control Corp.; Valeo Electrical Systems, Inc. - Motors and Actuators Division; Valeo Electrical Systems, Inc. - Wipers Division; Valeo Switches & Detection System, Inc.
Honigman, Miller, Schwartz and Cohn, LLP	I. W. Winsten, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7608	<a href="mailto:iww@honigman.com">iww@honigman.com</a>	Counsel to Affina Group Holdings Inc.
Honigman, Miller, Schwartz and Cohn, LLP	Lawrence J. Murphy	2290 First National Building	660 Woodward Ave	Detroit	MI	48226		313-465-7488	<a href="mailto:lmurphy@honigman.com">lmurphy@honigman.com</a>	Attorneys for Guide Corporation and Lightsource Parent Corporation
Honigman, Miller, Schwartz and Cohn, LLP	Seth A Drucker	2290 First National Building	660 Woodward Avenue Ste 2290	Detroit	MI	48226		313-465-7626	<a href="mailto:sdrucker@honigman.com">sdrucker@honigman.com</a>	Counsel for Valeo Climate Control, Corp.
Howard & Howard Attorneys PC	Lisa S Gretchko	39400 Woodward Ave	Ste 101	Bloomfield Hills	MI	48304-5151		248-723-0396	<a href="mailto:lgretchko@howardandhoward.com">lgretchko@howardandhoward.com</a>	Intellectual Property Counsel for Delphi Corporation, et al.
Howick, Westfall, McBryan & Kaplan, LLP	Louis G. McBryan	3101 Tower Creek Parkway	Ste 600 One Tower Creek	Atlanta	GA	30339		678-384-7000	<a href="mailto:lmc Bryan@hwmklaw.com">lmc Bryan@hwmklaw.com</a>	Counsel to Vanguard Distributors, Inc.
Hunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	OH	43624		419-255-4300	<a href="mailto:jrhunter@hunterschank.com">jrhunter@hunterschank.com</a>	Counsel to ZF Group North America Operations, Inc.
Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	OH	43624		419-255-4300	<a href="mailto:tomschank@hunterschank.com">tomschank@hunterschank.com</a>	Counsel to ZF Group North America Operations, Inc.
Hunton & Williams LLP	Steven T. Holmes	Energy Plaza, 30th Floor	1601 Bryan Street	Dallas	TX	75201		214-979-3000	<a href="mailto:sholmes@hunton.com">sholmes@hunton.com</a>	Counsel to RF Monolithics, Inc.
Hurwitz & Fine P.C.	Ann E. Evanko	1300 Liberty Building		Buffalo	NY	14202		716-849-8900	<a href="mailto:ae@hurwitzfine.com">ae@hurwitzfine.com</a>	Counsel to Jiffy-Tite Co., Inc.
Ice Miller	Ben T. Caughey	One American Square	Box 82001	Indianapolis	IN	46282-0200		317-236-2100	<a href="mailto:Ben.Caughey@icemiller.com">Ben.Caughey@icemiller.com</a>	Counsel to Sumco, Inc.
Ice Miller LLP	Henry A. Efrogmson	One American Square	29th Floor	Indianapolis	IN	46482		317-236-2397	<a href="mailto:henry.efrogmson@icemiller.com">henry.efrogmson@icemiller.com</a>	Counsel to Fin Machine Co. Ltd

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Infineon Technologies North America Corporation	Greg Bibbes	1730 North First Street	M/S 11305	San Jose	CA	95112		408-501-6442	<a href="mailto:greg.bibbes@infineon.com">greg.bibbes@infineon.com</a>	General Counsel & Vice President for Infineon Technologies North America Corporation
Infineon Technologies North America Corporation	Jeff Gillespie	2529 Commerce Drive	Suite H	Kokomo	IN	46902		765-454-2146	<a href="mailto:jeffery.gillispie@infineon.com">jeffery.gillispie@infineon.com</a>	Global Account Manager for Infineon Technologies North America
International Union of Operating Engineers	Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036		202-429-9100	<a href="mailto:rgriffin@iuoe.org">rgriffin@iuoe.org</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Jackson Walker LLP	Bruce J. Ruzinsky	1401 McKinney St Ste 1900		Houston	TX	77010		713-751-4200	<a href="mailto:bruzinsky@jw.com">bruzinsky@jw.com</a>	Counsel to Constellation NewEnergy, Inc.
Jackson Walker LLP	Heather M. Forrest	901 Main St Ste 600		Dallas	TX	75202		214-953-6000	<a href="mailto:hforrest@jw.com">hforrest@jw.com</a>	Counsel to Constellation NewEnergy, Inc.
James R Scheuerle	Parmenter O'Toole	601 Terrace Street	PO Box 786	Muskegon	MI	49443-0786		231-722-1621	<a href="mailto:JRS@Parmenterlaw.com">JRS@Parmenterlaw.com</a>	Counsel to Port City Die Cast and Port City Group Inc
Jason, Inc.	Will Schultz, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202		414-277-2110	<a href="mailto:wschultz@jasoninc.com">wschultz@jasoninc.com</a>	General Counsel to Jason Incorporated
Jenner & Block LLP	Ronald R. Peterson	One IBM Plaza		Chicago	IL	60611		312-222-9350	<a href="mailto:rpeterson@jenner.com">rpeterson@jenner.com</a>	Counsel to SPX Corporation (Contech Division), Alcan Rolled Products-Ravenswood, LLC, Tenneco Inc. and Contech LLC
Johnston, Harris Gerde & Komarek, P.A.	Jerry W. Gerde, Esq.	239 E. 4th St.		Panama City	FL	32401		850-763-8421	<a href="mailto:gerdekomarek@bellsouth.net">gerdekomarek@bellsouth.net</a>	Counsel to Peggy C. Brannon, Bay County Tax Collector
Jones Day	Corinne Ball	222 East 41st Street		New York	NY	10017		212-326-7844	<a href="mailto:cball@jonesday.com">cball@jonesday.com</a>	Counsel to WL. Ross & Co., LLC
Jones Day	Peter J. Benvenuti Michaeline H. Correa	555 California St 26th Floor		San Francisco	CA	94104		415-626-3939	<a href="mailto:pibenvenuti@jonesday.com">pibenvenuti@jonesday.com</a> <a href="mailto:mcorrea@jonesday.com">mcorrea@jonesday.com</a>	Attorneys for Symantec Corporation, Successor-in-Interest to Veritas Corporation
Jones Day	Scott J. Friedman	222 East 41st Street		New York	NY	10017		212-326-3939	<a href="mailto:sjfriedman@jonesday.com">sjfriedman@jonesday.com</a>	Counsel to WL. Ross & Co., LLC
Katten Muchin Rosenman LLP	John P. Sieger, Esq.	525 West Monroe Street		Chicago	IL	60661		312-902-5200	<a href="mailto:john.sieger@kattenlaw.com">john.sieger@kattenlaw.com</a>	Counsel to TDK Corporation America and MEMC Electronic Materials, Inc.
Kaye Scholer LLP	Richard G Smolev	425 Park Avenue		New York	NY	10022-3598		212-236-8000	<a href="mailto:rsmolev@kayescholer.com">rsmolev@kayescholer.com</a>	Counsel to InPlay Technologies Inc
Kegler, Brown, Hill & Ritter Co., LPA	Kenneth R. Cookson	65 East State Street	Suite 1800	Columbus	OH	43215		614-426-5400	<a href="mailto:kcookson@keglerbrown.com">kcookson@keglerbrown.com</a>	Counsel to Solution Recovery Services



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Keller Rohrback L.L.P.	Lynn Lincoln Sarko Cari Campen Laufenberg Erin M. Riley	1201 Third Avenue	Suite 3200	Seattle	WA	98101		206-623-1900	<a href="mailto:lsarko@kellerrohrback.com">lsarko@kellerrohrback.com</a> <a href="mailto:claufenberg@kellerrohrback.com">claufenberg@kellerrohrback.com</a> <a href="mailto:om">om</a> <a href="mailto:eriley@kellerrohrback.com">eriley@kellerrohrback.com</a>	Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
Keller Rohrback P.L.C.	Gary A. Gotto	National Bank Plaza	3101 North Central Avenue, Suite 900	Phoenix	AZ	85012		602-248-0088	<a href="mailto:ggotto@kellerrohrback.com">ggotto@kellerrohrback.com</a>	Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
Kelley Drye & Warren, LLP	Craig A. Wolfe	101 Park Avenue		New York	NY	10178		212-808-7800	<a href="mailto:cwolfe@kelleydrye.com">cwolfe@kelleydrye.com</a>	Counsel to the Pension Benefit Guaranty Corporation
Kelley Drye & Warren, LLP	Merrill B. Stone	101 Park Avenue		New York	NY	10178		212-808-7800	<a href="mailto:mstone@kelleydrye.com">mstone@kelleydrye.com</a>	Counsel to the Pension Benefit Guaranty Corporation
Kennedy, Jennick & Murray	Susan M. Jennik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	<a href="mailto:sjennik@kjmlabor.com">sjennik@kjmlabor.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Kennedy, Jennick & Murray	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003		212-358-1500	<a href="mailto:tkennedy@kjmlabor.com">tkennedy@kjmlabor.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Kerr Russell & Weber PLC	James E. DeLine	500 Woodward Avenue	Suite 2500	Detroit	MI	48226		313-961-0200	<a href="mailto:jed@krwlaw.com">jed@krwlaw.com</a>	Counsel to Pontiac Coil, Inc.
Kerr Russell & Weber PLC	Patrick Warren Hunt	500 Woodward Avenue	Suite 2500	Detroit	MI	48226		313-961-0200	<a href="mailto:pwh@krwlaw.com">pwh@krwlaw.com</a>	Counsel to Pontiac Coil, Inc.
King & Spalding, LLP	H. Slayton Dabney, Jr.	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	<a href="mailto:sdabney@kslaw.com">sdabney@kslaw.com</a>	Counsel to KPMG LLP
Kirkland & Ellis LLP	David Spiegel	300 North LaSalle		Chicago	IL	60654		312-862-2000	<a href="mailto:david.spiegel@kirkland.com">david.spiegel@kirkland.com</a>	
Kirkland & Ellis LLP	Jim Stempel	200 East Randolph Drive		Chicago	IL	60601		312-861-2000	<a href="mailto:jstempel@kirkland.com">jstempel@kirkland.com</a>	Counsel to Lunt Manufacturing Company
Kirkpatrick & Lockhart Nicholson Graham LLP	Edward M. Fox	599 Lexington Avenue		New York	NY	10022		212-536-4812	<a href="mailto:efox@klnq.com">efox@klnq.com</a>	Counsel to Wilmington Trust Company, as Indenture trustee
Kokomo Gas & Fuel Company	Patti E Pope Revenue Recovery Manager	Northern Indiana Public Service Company	801 East 86th Avenue	Merrillville	IN	46410			<a href="mailto:pepope@nisource.com">pepope@nisource.com</a>	Kokomo Gas & Fuel Company
Kramer Levin Naftalis & Frankel LLP	Jordan D Kaye	1177 Avenue of the Americas		New York	NY	10036		212-715-9489	<a href="mailto:jkaye@kramerlevin.com">jkaye@kramerlevin.com</a>	Counsel to HP Enterprise Services, LLC; Vishay Americas Inc.



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Krieg Devault LLP	Lawrence W. Schmits Esq.	One Indiana Square, Suite 2800		Indianapolis	IN	46204		317-238-6271	<a href="mailto:lschmits@kdlegal.com">lschmits@kdlegal.com</a>	Co-Counsel for Delphi Salaried Retirees Association Benefit Trust VEBA Committee
Krieg Devault LLP	Patricia L. Beaty Esq	One Indiana Square, Suite 2800		Indianapolis	IN	46204		317-636-4341	<a href="mailto:pbeaty@kdlegal.com">pbeaty@kdlegal.com</a>	Co-Counsel for Delphi Salaried Retirees Association Benefit Trust VEBA Committee
Krugliak, Wilkins, Griffiths & Dougherty CO., L.P.A.	Sam O. Simmerman	4775 Munson Street N.W.	P.O. Box 36963	Canton	OH	44735-6963		330-497-0700	<a href="mailto:sosimmerman@kwqd.com">sosimmerman@kwqd.com</a>	Counsel to for Millwood, Inc.
Kutak Rock LLP	Jay Selanders	1010 Grand Blvd Ste 500		Kansas City	MO	64106		816-502-4617	<a href="mailto:jay.selanders@kutakrock.com">jay.selanders@kutakrock.com</a>	Counsel to DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
Kutchin & Rufo, P.C.	Edward D. Kutchin	Two Center Plaza	Suite 620	Boston	MA	02108-1906		617-542-3000	<a href="mailto:ekutchin@kutchinrufo.com">ekutchin@kutchinrufo.com</a>	Counsel to Parlex Corporation
Kutchin & Rufo, P.C.	Kerry R. Northrup	Two Center Plaza	Suite 620	Boston	MA	02108-1906		617-542-3000	<a href="mailto:knorthrup@bmklegal.com">knorthrup@bmklegal.com</a>	Counsel to Parlex Corporation
Lambert. Leser, Isackson, Cook & Guinta, P.C.	Adam D. Bruski	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835		989-893-3518	<a href="mailto:adbruski@lambertleser.com">adbruski@lambertleser.com</a>	Counsel to Creditor Linamar Corp.
Lambert. Leser, Isackson, Cook & Guinta, P.C.	Susan M. Cook	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835		989-893-3518	<a href="mailto:smcook@lambertleser.com">smcook@lambertleser.com</a>	Counsel to Linamar Corporation
Latham & Watkins	Mark A. Broude	885 Third Avenue		New York	NY	10022		212-906-1384	<a href="mailto:mark.broude@lw.com">mark.broude@lw.com</a>	UCC Professional
Latham & Watkins	Michael J. Riela	885 Third Avenue		New York	NY	10022		212-906-1200	<a href="mailto:michael.riela@lw.com">michael.riela@lw.com</a>	UCC Professional
Latham & Watkins	Mitchell A. Seider	885 Third Avenue		New York	NY	10022		212-906-1200	<a href="mailto:mitchell.seider@lw.com">mitchell.seider@lw.com</a>	UCC Professional
Latham & Watkins	Robert Rosenberg	885 Third Avenue		New York	NY	10022		212-906-1370	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	UCC Professional
Law Offices of Michael O'Hayer	Michael O'Hayer Esq	22 N Walnut Street		West Chester	PA	19380		610-738-1230	<a href="mailto:mkohayer@aol.com">mkohayer@aol.com</a>	Counsel to A-1 Specialized Services and Supplies Inc
Lewis and Roca LLP	Rob Charles, Esq.	One South Church Street	Suite 700	Tucson	AZ	85701		520-629-4427	<a href="mailto:rcharles@lrlaw.com">rcharles@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Lewis and Roca LLP	Susan M. Freeman, Esq.	40 North Central Avenue	Suite 1900	Phoenix	AZ	85004-4429		602-262-5756	<a href="mailto:sfreeman@lrlaw.com">sfreeman@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Linear Technology Corporation	John England, Esq.	General Counsel for Linear Technology Corporation	1630 McCarthy Blvd.	Milpitas	CA	95035-7417		408-432-1900	<a href="mailto:jengland@linear.com">jengland@linear.com</a>	Counsel to Linear Technology Corporation
Linebarger Goggan Blair & Sampson, LLP	Diane W. Sanders	1949 South IH 35 (78741)	P.O. Box 17428	Austin	TX	78760-7428		512-447-6675	<a href="mailto:austin.bankruptcy@publicans.com">austin.bankruptcy@publicans.com</a>	Counsel to Cameron County, Brownsville ISD
Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201		214-880-0089	<a href="mailto:dallas.bankruptcy@publicans.com">dallas.bankruptcy@publicans.com</a>	Counsel to Dallas County and Tarrant County
Linebarger Goggan Blair & Sampson, LLP	John P. Dillman	P.O. Box 3064		Houston	TX	77253-3064		713-844-3478	<a href="mailto:houston_bankruptcy@publicans.com">houston_bankruptcy@publicans.com</a>	Counsel in Charge for Taxing Authorities: Cypress-Fairbanks Independent School District, City of Houston, Harris County
Locke Lord Bissell & Liddell	Kevin J. Walsh	885 Third Avenue	26th Floor	New York	NY	10022-4802		212-812-8304	<a href="mailto:kwals@lockelord.com">kwals@lockelord.com</a>	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
Loeb & Loeb LLP	P. Gregory Schwed	345 Park Avenue		New York	NY	10154-0037		212-407-4000	<a href="mailto:gschwed@loeb.com">gschwed@loeb.com</a>	Counsel to Creditor The Interpublic Group of Companies, Inc. and Proposed Auditor Deloitte & Touche, LLP
Loeb & Loeb LLP	William M. Hawkins	345 Park Avenue		New York	NY	10154		212-407-4000	<a href="mailto:whawkins@loeb.com">whawkins@loeb.com</a>	Counsel to Industrial Ceramics Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Lowenstein Sandler PC	Bruce S. Nathan	1251 Avenue of the Americas		New York	NY	10020		212-262-6700	<a href="mailto:bnathan@lowenstein.com">bnathan@lowenstein.com</a>	Counsel to Daewoo International (America) Corp.
Lowenstein Sandler PC	Ira M. Levee	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	<a href="mailto:ilevee@lowenstein.com">ilevee@lowenstein.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Lowenstein Sandler PC	Kenneth A. Rosen	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	<a href="mailto:krosen@lowenstein.com">krosen@lowenstein.com</a>	Counsel to Cerberus Capital Management, L.P.
Lowenstein Sandler PC	Michael S. Etikin	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	<a href="mailto:metkin@lowenstein.com">metkin@lowenstein.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Lowenstein Sandler PC	Scott Cargill	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	<a href="mailto:scargill@lowenstein.com">scargill@lowenstein.com</a>	Counsel to Cerberus Capital Management, L.P.; AT&T Corporation
Lowenstein Sandler PC	Vincent A. D'Agostino	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	<a href="mailto:vdagostino@lowenstein.com">vdagostino@lowenstein.com</a>	Counsel to AT&T Corporation
Lyden, Liebenthal & Chappell, Ltd.	Erik G. Chappell	5565 Airport Highway	Suite 101	Toledo	OH	43615		419-867-8900	<a href="mailto:egc@lydenlaw.com">egc@lydenlaw.com</a>	Counsel to Metro Fibres, Inc.
Maddin, Hauser, Wartell, Roth & Heller PC	Alexander Stotland Esq	28400 Northwestern Hwy	Third Floor	Southfield	MI	48034		248-354-4030	<a href="mailto:axs@maddinhauser.com">axs@maddinhauser.com</a>	Attorney for Danice Manufacturing Co.
Madison Capital Management	Joe Landen	6143 South Willow Drive	Suite 200	Greenwood Village	CO	80111		303-957-4254	<a href="mailto:ilanden@madisoncap.com">ilanden@madisoncap.com</a>	Representative for Madison Capital Management
Margulies & Levinson, LLP	Leah M. Caplan, Esq.	30100 Chagrin Boulevard	Suite 250	Pepper Pike	OH	44124		216-514-4935	<a href="mailto:lmc@ml-legal.com">lmc@ml-legal.com</a>	Counsel to Venture Plastics
Mastromarco & Jahn, P.C.	Victor J. Mastromarco, Jr.	1024 North Michigan Avenue	P.O. Box 3197	Saginaw	MI	48605-3197		989-752-1414	<a href="mailto:vmastromar@aol.com">vmastromar@aol.com</a>	Counsel to H.E. Services Company and Robert Backie and Counsel to Cindy Palmer, Personal Representative to the Estate of Michael Palmer
Masuda Funai Eifert & Mitchell, Ltd.	Gary D. Santella	203 North LaSalle Street	Suite 2500	Chicago	IL	60601-1262		312-245-7500	<a href="mailto:gsantella@masudafunai.com">gsantella@masudafunai.com</a>	Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC and Hosiden America Corporation
McCarter & English, LLP	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167		212-609-6800	<a href="mailto:dadler@mccarter.com">dadler@mccarter.com</a>	Counsel to Ward Products, LLC
McCarter & English, LLP	Eduardo J. Glas, Esq.	Four Gateway Center	100 Mulberry Street	Newark	NJ	07102-4096		913-622-4444	<a href="mailto:eglas@mccarter.com">eglas@mccarter.com</a>	Counsel to General Products Delaware Corporation
McCarthy Tetrault LLP	Lorne P. Salzman	66 Wellington Street West	Suite 4700	Toronto	Ontario	M5K 1E6		416-362-1812	<a href="mailto:lsalzman@mccarthy.ca">lsalzman@mccarthy.ca</a>	Counsel to Themselves (McCarthy Tetrault LLP)
McDermott Will & Emery LLP	Gary O. Ravert	340 Madison Avenue		New York	NY	10017-1922		212-547-5477	<a href="mailto:gravert@mwe.com">gravert@mwe.com</a>	Counsel for Temic Automotive of North America, Inc.
McDermott Will & Emery LLP	Stephen B. Selbst	340 Madison Avenue		New York	NY	10017		212-547-5400	<a href="mailto:sselbst@mwe.com">sselbst@mwe.com</a>	Counsel to National Semiconductor Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
McDermott Will & Emery LLP	Steven P. Handler Monica M. Quinn	227 W Monroe St		Chicago	IL	60606		312-372-2000	<a href="mailto:shandler@mwe.com">shandler@mwe.com</a> <a href="mailto:mquinn@mwe.com">mquinn@mwe.com</a>	Counsel for Temic Automotive of North America, Inc.
McDonald Hopkins Co., LPA	Scott N. Opincar, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114		216-348-5400	<a href="mailto:sopincar@mcdonaldhopkins.com">sopincar@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McDonald Hopkins Co., LPA	Shawn M. Riley, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114		216-348-5400	<a href="mailto:sriley@mcdonaldhopkins.com">sriley@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McElroy, Deutsch, Mulvaney & Carpenter, LLP	Jeffrey Bernstein, Esq.	Three Gateway Center	100 Mulberry Street	Newark	NJ	07102-4079		973-622-7711	<a href="mailto:jbernstein@mdmc-law.com">jbernstein@mdmc-law.com</a>	Counsel to New Jersey Self-Insurers Guaranty Association
McGuirewoods LLP	Aaron G McCollough Esq	One James Center	901 East Cary Street	Richmond	VA	23219-4030		804-775-1000	<a href="mailto:amccollough@mcquirewoods.com">amccollough@mcquirewoods.com</a>	Counsel to Siemens Energy & Automation, Inc.
McGuirewoods LLP	Daniel F Blanks	One James Center	901 East Cary Street	Richmond	VA	23219		804-775-1000	<a href="mailto:dblank@mcquirewoods.com">dblank@mcquirewoods.com</a>	Counsel for CSX Transportation, Inc.
McGuirewoods LLP	John H Maddock III	One James Center	901 East Cary Street	Richmond	VA	23219-4030		804-775-1178	<a href="mailto:jmaddock@mcquirewoods.com">jmaddock@mcquirewoods.com</a>	Counsel to Siemens Logistics Assembly Systems, Inc.; Counsel for CSX Transportation, Inc.
Meyer, Suozzi, English & Klein, P.C.	Attn Thomas R Slome Esq	990 Stewart Ave Ste 300	PO Box 9194	Garden City	NY	11530-9194		516-741-6565	<a href="mailto:tslome@msek.com">tslome@msek.com</a>	Counsel for Pamela Geller; JAE Electronics, Inc.
Meyer, Suozzi, English & Klein, P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	<a href="mailto:hkolko@msek.com">hkolko@msek.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Meyers Law Group, P.C.	Merle C. Meyers	44 Montgomery Street	Suite 1010	San Francisco	CA	94104		415-362-7500	<a href="mailto:mmeyers@mlg-pc.com">mmeyers@mlg-pc.com</a>	Counsel to Alps Automotive, Inc.
Meyers, Rodbell & Rosenbaum, P.A.	M. Evan Meyers	Berkshire Building	6801 Kenilworth Avenue, Suite 400	Riverdale Park	MD	20737-1385		301-699-5800	<a href="mailto:emeyers@mrrlaw.net">emeyers@mrrlaw.net</a>	Counsel to Prince George County, Maryland
Meyers, Rodbell & Rosenbaum, P.A.	Robert H. Rosenbaum	Berkshire Building	6801 Kenilworth Avenue, Suite 400	Riverdale Park	MD	20737-1385		301-699-5800	<a href="mailto:rrosenbaum@mrrlaw.net">rrosenbaum@mrrlaw.net</a>	Counsel to Prince George County, Maryland
Miami-Dade County Tax Collector	April Burch	Paralegal Unit	140 West Flagler St Ste 1403	Miami	FL	33130		305-375-5314	<a href="mailto:mdtcbkc@miamidade.gov">mdtcbkc@miamidade.gov</a>	Paralegal Collection Specialist for Miami-Dade County
Michael Cox		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140	<a href="mailto:miag@michigan.gov">miag@michigan.gov</a>	Attorney General for State of Michigan, Department of Treasury
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Dennis J. Raterink	PO Box 30736		Lansing	MI	48909-7717		517-373-1176	<a href="mailto:raterinkd@michigan.gov">raterinkd@michigan.gov</a>	Assistant Attorney General for Worker's Compensation Agency; Attorney for the Funds Administration for the State of Michigan
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Michael Cox	PO Box 30736		Lansing	MI	48909-7717		517-373-1820	<a href="mailto:miag@michigan.gov">miag@michigan.gov</a>	Attorney General for Worker's Compensation Agency; Attorney for the Funds Administration for the State of Michigan

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Miles & Stockbridge, P.C.	Thomas D. Renda	10 Light Street		Baltimore	MD	21202		410-385-3418	<a href="mailto:trenda@milesstockbridge.com">trenda@milesstockbridge.com</a>	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Miller & Martin PLLC	Dale Allen	150 Fourth Ave North	Ste 1200	Nashville	TN	37219			<a href="mailto:vjones@millermartin.com">vjones@millermartin.com</a>	Counsel to Averitt Express
Miller Johnson	Thomas P. Sarb	250 Monroe Avenue, N.W.	Suite 800, PO Box 306	Grand Rapids	MI	49501-0306		616-831-1748	<a href="mailto:sarbt@millerjohnson.com">sarbt@millerjohnson.com</a>	Counsel to Pridgeon & Clay, Inc.
Miller, Canfield, Paddock and Stone, P.L.C.	Robert D. Wolford							616-831-1726	<a href="mailto:wolfordr@millerjohnson.com">wolfordr@millerjohnson.com</a>	Counsel to Wells Operating Partnership, LP
Miller, Canfield, Paddock and Stone, P.L.C.	Jonathan S. Green	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8452	<a href="mailto:greenj@millercanfield.com">greenj@millercanfield.com</a>	Counsel to Brose North America Holding LP and its affiliates
Miller, Canfield, Paddock and Stone, P.L.C.	Marc N. Swanson	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-963-6420	<a href="mailto:swansonm@millercanfield.com">swansonm@millercanfield.com</a>	Counsel to Niles USA Inc.; Techcentral, LLC; The Bartech Group, Inc.; Fischer Automotive Systems
Miller, Canfield, Paddock and Stone, P.L.C.	Timothy A. Fusco	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8435	<a href="mailto:fusco@millercanfield.com">fusco@millercanfield.com</a>	Counsel to Hitachi Automotive Products (USA), Inc. and Conceria Pasubio
Mintz, Levin, Cohn, Ferris Glovsky and Pepco, P.C.	Paul J. Ricotta	One Financial Center		Boston	MA	02111		617-542-6000	<a href="mailto:piricotta@mintz.com">piricotta@mintz.com</a> <a href="mailto:pricotta@mintz.com">pricotta@mintz.com</a>	Counsel to Molex Connector Corp
Molex Connector Corp	Jeff Ott	2222 Wellington Ct.		Lisle	IL	60532		630-527-4254	<a href="mailto:Jeff.Ott@molex.com">Jeff.Ott@molex.com</a>	Counsel to ITT Industries, Inc.; Hitachi Chemical (Singapore), Ltd.
Morgan, Lewis & Bockius LLP	Andrew D. Gottfried	101 Park Avenue		New York	NY	10178-0060		212-309-6000	<a href="mailto:agottfried@morganlewis.com">agottfried@morganlewis.com</a>	Counsel to Hitachi Chemical (Singapore) Pte, Ltd.
Morgan, Lewis & Bockius LLP	Menachem O. Zelmanovitz	101 Park Avenue		New York	NY	10178		212-309-6000	<a href="mailto:mzelmanovitz@morganlewis.com">mzelmanovitz@morganlewis.com</a>	Counsel to Sumitomo Corporation
Morgan, Lewis & Bockius LLP	Richard W. Esterkin, Esq.	300 South Grand Avenue		Los Angeles	CA	90017		213-612-1163	<a href="mailto:resterkin@morganlewis.com">resterkin@morganlewis.com</a>	Counsel to Standard Microsystems Corporation and its direct and indirect subsidiaries Oasis SiliconSystems AG and SMSC NA Automotive, LLC (successor-in-interest to Oasis Silicon Systems, Inc.)
Moritt Hock Hamroff & Horowitz LLP	Leslie Ann Berkoff	400 Garden City Plaza		Garden City	NY	11530		516-873-2000	<a href="mailto:lberkoff@morithhock.com">lberkoff@morithhock.com</a>	Counsel to The Timken Corporation
Moses & Singer LLP	James M. Sullivan Esq.	The Chrysler Building	405 Lexington Avenue	New York	NY	10174		212-554-7800	<a href="mailto:jsullivan@mosessinger.com">jsullivan@mosessinger.com</a>	Counsel to Texas Instruments Incorporated
Munsch Hardt Kopf & Harr, P.C.	Raymond J. Urbanik, Esq., Joseph J. Wielebinski, Esq. and Davor Rukavina, Esq.	3800 Lincoln Plaza	500 North Akard Street	Dallas	RX	75201-6659		214-855-7590 214-855-7561 214-855-7587	<a href="mailto:rurbanik@munsch.com">rurbanik@munsch.com</a> <a href="mailto:jwielebinski@munsch.com">jwielebinski@munsch.com</a> <a href="mailto:drukavina@munsch.com">drukavina@munsch.com</a>	Counsel to Lankfer Diversified Industries, Inc.
Nantz, Litowich, Smith, Girard & Hamilton, P.C.	Sandra S. Hamilton	2025 East Beltline, S.E.	Suite 600	Grand Rapids	MI	49546		616-977-0077	<a href="mailto:sandy@nlsq.com">sandy@nlsq.com</a>	

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Nathan, Neuman & Nathan, P.C.	Kenneth A. Nathan	29100 Northwestern Highway	Suite 260	Southfield	MI	48034		248-351-0099	<a href="mailto:Knathan@nathanneuman.com">Knathan@nathanneuman.com</a>	Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties
National City Commercial Capital	Lisa M. Moore	995 Dalton Avenue		Cincinnati	OH	45203		513-455-2390	<a href="mailto:lmoore@pnc.com">lmoore@pnc.com</a>	Vice President and Senior Counsel to National City Commercial Capital
Nelson Mullins Riley & Scarborough	George B. Cauthen	1320 Main Street, 17th Floor	PO Box 11070	Columbia	SC	29201		803-7255-9425	<a href="mailto:george.cauthen@nelsonmullins.com">george.cauthen@nelsonmullins.com</a>	Counsel to Datwyler Rubber & Plastics, Inc.; Datwyler, Inc.; Datwyler i/o devices (Americas), Inc.; Rothrist Tube (USA), Inc.
New Jersey Attorney General's Office Division of Law	Tracy E Richardson Deputy Attorney General	R.J. Hughes Justice Complex	25 Market St P.O. Box 106	Trenton	NJ	08628-0106		609-292-1537	<a href="mailto:tracy.richardson@dol.lps.state.nj.us">tracy.richardson@dol.lps.state.nj.us</a>	Deputy Attorney General - State of New Jersey Division of Taxation
Nixon Peabody LLP	Victor G. Milione Christopher M. Desiderio	437 Madison Ave		New York	NY	10022		212-940-3000	<a href="mailto:cdesiderio@nixonpeabody.com">cdesiderio@nixonpeabody.com</a> <a href="mailto:vmilione@nixonpeabody.com">vmilione@nixonpeabody.com</a>	Counsel to Corning Inc., Corning Incorporated, and Corning
North Point	David G. Heiman	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	<a href="mailto:dgheiman@jonesday.com">dgheiman@jonesday.com</a>	Counsel to WL. Ross & Co., LLC
Office of the Chapter 13 Trustee Office of the Texas Attorney General	Camille Hope Jay W. Hurst	P.O. Box 954 P.O. Box 12548		Macon Austin	GA TX	31202 78711-2548		478-742-8706 512-475-4861	<a href="mailto:cahope@chapter13macon.com">cahope@chapter13macon.com</a> <a href="mailto:jay.hurst@oag.state.tx.us">jay.hurst@oag.state.tx.us</a>	Office of the Chapter 13 Trustee Counsel to The Texas Comptroller of Public Accounts
Ohio Environmental Protection Agency	c/o Michelle T. Sutter	Principal Assistant Attorney General Environmental Enforcement Section	30 E Broad St 25th Fl	Columbus	OH	43215		614-466-2766	<a href="mailto:msutter@ag.state.oh.us">msutter@ag.state.oh.us</a>	Attorney for State of Ohio, Environmental Protection Agency
Orbotech, Inc.	Michael M. Zizza, Legal Manager	44 Manning Road		Billerica	MA	01821		978-901-5025	<a href="mailto:michaelz@orbotech.com">michaelz@orbotech.com</a>	Company
O'Rourke Katten & Moody	Michael Moody	55 W Wacker Dr	Ste 1400	Chicago	IL	60615		312-849-2020	<a href="mailto:mmoody@orourkeandmoody.com">mmoody@orourkeandmoody.com</a>	Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services
Orrick, Herrington & Sutcliffe LLP	Alyssa Englund, Esq.	666 Fifth Avenue		New York	NY	10103		212-506-5187	<a href="mailto:aenglund@orrick.com">aenglund@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Frederick D. Holden, Jr., Esq.	405 Howard Street		San Francisco	CA	94105		415-773-5700	<a href="mailto:fholden@orrick.com">fholden@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Raniero D'Aversa, Jr.	51 West 52nd Street at 6th Avenue		New York	NY	10103-0001		212-506-3715	<a href="mailto:Rdaversa@orrick.com">Rdaversa@orrick.com</a>	Counsel to Bank of America, N.A.
Pachulski Stang Ziehl & Jones LLP	Michael R. Seidl	919 N. Market Street, 17th Floor	P.O. Box 8705	Wilmington	DE	19899-8705		302-652-4100	<a href="mailto:mseidl@pszilaw.com">mseidl@pszilaw.com</a>	Counsel for Essex Group, Inc.
Pachulski Stang Ziehl & Jones LLP	Robert J. Feinstein Ilan D. Scharf	780 Third Avenue, 36th Floor		New York	NY	10017-2024		212-561-7700	<a href="mailto:rfeinstein@pszilaw.com">rfeinstein@pszilaw.com</a> <a href="mailto:lscharf@pszilaw.com">lscharf@pszilaw.com</a>	Counsel for Essex Group, Inc.
Patterson Belknap Webb & Tyler LLP	Daniel A. Lowenthal	1133 Avenue of the Americas		New York	NY	10036		212-336-2720	<a href="mailto:dalowenthal@pbwt.com">dalowenthal@pbwt.com</a>	Counsel to American Finance Group, Inc. d/b/a Guaranty Capital Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Patterson Belknap Webb & Tyler LLP	David W. Dykhouse Phyllis S. Wallitt	1133 Avenue of the Americas		New York	NY	10036-6710		212-336-2000	<a href="mailto:dwdykhouse@pbwt.com">dwdykhouse@pbwt.com</a>	Attorneys for Fry's Metals Inc. and Specialty Coatings Systems Eft
Paul H. Spaeth Co. LPA	Paul H. Spaeth	130 W Second St Ste 450		Dayton	OH	45402		937-223-1655	<a href="mailto:spaethlaw@phslaw.com">spaethlaw@phslaw.com</a>	Attorneys for F&G Multi-Slide Inc and F&G Tool & Die Co. Inc.
Paul, Weiss, Rifkind, Wharton & Garrison	Andrew N. Rosenberg	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	<a href="mailto:arosenberg@paulweiss.com">arosenberg@paulweiss.com</a>	Counsel to Merrill Lynch, Pierce, Fenner & Smith, Incorporated
Paul, Weiss, Rifkind, Wharton & Garrison	Douglas R. Davis	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	<a href="mailto:ddavis@paulweiss.com">ddavis@paulweiss.com</a>	Counsel to Noma Company and General Chemical Performance Products LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Elizabeth R. McColm	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	<a href="mailto:emccolm@paulweiss.com">emccolm@paulweiss.com</a>	Counsel to Noma Company and General Chemical Performance Products LLC
Peggy Housner		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140	<a href="mailto:housnerp@michigan.gov">housnerp@michigan.gov</a>	Assistant Attorney General for State of Michigan, Department of Treasury
Penachio Malara LLP	Anne Penachio	235 Main Street	Suite 600A	White Plains	NY	10601		914-946-2889	<a href="mailto:apenachio@pmlawlp.com">apenachio@pmlawlp.com</a>	Counsel to UVA Machine Company and its successors by acquisition
Pepper, Hamilton LLP	Francis J. Lawall	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	<a href="mailto:lawallf@pepperlaw.com">lawallf@pepperlaw.com</a>	Counsel to Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)
Pepper, Hamilton LLP	Henry Jaffe	1313 Market Street	PO Box 1709	Wilmington	DE	19899-1709		302-777-6500	<a href="mailto:jaffeh@pepperlaw.com">jaffeh@pepperlaw.com</a>	Counsel to SKF USA, Inc.
Pepper, Hamilton LLP	Nina M. Varughese	3000 Two Logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	<a href="mailto:varughesen@pepperlaw.com">varughesen@pepperlaw.com</a>	Counsel to Capro, Ltd; Teleflex Automotive Manufacturing Corporation; Teleflex Incorporated; Ametek; Cleo, Inc.; Sierra International, Inc.
Pickrel Shaeffer & Ebeling	Sarah B. Carter Esq	2700 Kettering Tower		Dayton	OH	45423-2700		937-223-1130	<a href="mailto:scarter@pselaw.com">scarter@pselaw.com</a>	
Pierce Atwood LLP	Jacob A. Manheimer	One Monument Square		Portland	ME	04101		207-791-1100	<a href="mailto:jmanheimer@pierceatwood.com">jmanheimer@pierceatwood.com</a>	Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A.
Pierce Atwood LLP	Keith J. Cunningham	One Monument Square		Portland	ME	04101		207-791-1100	<a href="mailto:kcunningham@pierceatwood.com">kcunningham@pierceatwood.com</a>	Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A.
Pietragallo Bosick & Gordon LLP	Richard J. Parks	54 Buhl Blvd		Sharon	PA	16146		724-981-1397	<a href="mailto:rjp@pbandg.com">rjp@pbandg.com</a>	Counsel to Ideal Tool Company, Inc.
Pillsbury Winthrop Shaw Pittman LLP	Karen B. Dine	1540 Broadway		New York	NY	10036-4039		212-858-1000	<a href="mailto:karen.dine@pillsburylaw.com">karen.dine@pillsburylaw.com</a>	Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Pillsbury Winthrop Shaw Pittman LLP	Margot P. Erlich	1540 Broadway		New York	NY	10036-4039		212-858-1000	<a href="mailto:margot.erlich@pillsburylaw.com">margot.erlich@pillsburylaw.com</a>	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Pillsbury Winthrop Shaw Pittman LLP	Mark D. Houle	650 Town Center Drive	Ste 550	Costa Mesa	CA	92626-7122		714-436-6800	<a href="mailto:mark.houle@pillsburylaw.com">mark.houle@pillsburylaw.com</a>	Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America
Pillsbury Winthrop Shaw Pittman LLP	Richard L. Epling	1540 Broadway		New York	NY	10036-4039		212-858-1000	<a href="mailto:richard.epling@pillsburylaw.com">richard.epling@pillsburylaw.com</a>	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Pillsbury Winthrop Shaw Pittman LLP	Robin L. Spear	1540 Broadway		New York	NY	10036-4039		212-858-1000	<a href="mailto:robin.spear@pillsburylaw.com">robin.spear@pillsburylaw.com</a>	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Porzio, Bromberg & Newman, P.C.	Brett S. Moore, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	<a href="mailto:bsmoore@pbnlaw.com">bsmoore@pbnlaw.com</a>	
Porzio, Bromberg & Newman, P.C.	John S. Mairo, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	<a href="mailto:jsmairo@pbnlaw.com">jsmairo@pbnlaw.com</a>	Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc.
Previant, Goldberg, Uelman, Gratz, Miller & Brueggeman, S.C.	Jill M. Hartley and Marianne G. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	<a href="mailto:jh@previant.com">jh@previant.com</a> <a href="mailto:mgr@previant.com">mgr@previant.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
PriceWaterHouseCoopers	Enrique Bujidos	Almagro	40	Madrid		28010	Spain	34 915 684 356	<a href="mailto:enrique.bujidos@es.pwc.com">enrique.bujidos@es.pwc.com</a>	Representative to DASE
QAD, Inc.	Stephen Tyler Esq	10,000 Midlantic Drive	Suite 100 West	Mt. Laurel	NJ	08054		856-840-2870	<a href="mailto:xst@qad.com">xst@qad.com</a>	Counsel to QAD, Inc.
Quarles & Brady LLP	Kasey C. Nye	One South Church Street		Tucson	AZ	85701		520-770-8717	<a href="mailto:knye@quarles.com">knye@quarles.com</a>	Counsel to Offshore International, Inc.; Maquilas Teta Kawi, S.A. de C.V.; On Semiconductor Corporation; Flambeau Inc.
Quarles & Brady LLP	Roy Prange	33 E Main St Ste 900		Madison	WI	53703-3095		608-283-2485	<a href="mailto:rjp@quarles.com">rjp@quarles.com</a>	Counsel for Flambeau Inc.
Quarles & Brady LLP	Valerie L. Bailey-Rihn Esq	33 E Main St Ste 900		Madison	WI	53703		608-283-2407	<a href="mailto:valerie.bailey-rihn@quarles.com">valerie.bailey-rihn@quarles.com</a>	Counsel to Charter Manufacturing Co., Charter Mfg. Co. Inc., Charter Steel and Milwaukee Wire Products
Reed Smith	Ann Pille	10 South Wacker Drive		Chicago	IL	60606		312-207-1000	<a href="mailto:apille@reedsmith.com">apille@reedsmith.com</a>	Counsel to Infineon; Infineon Technologies
Republic Engineered Products, Inc.	Joseph A Kaczka	3770 Embassy Parkway		Akron	OH	44333		330-670-3215	<a href="mailto:jkaczka@republicengineered.com">jkaczka@republicengineered.com</a>	Counsel to Republic Engineered Products, Inc.
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	WA	98154-1195		206-624-3600	<a href="mailto:jshickich@riddellwilliams.com">jshickich@riddellwilliams.com</a>	Counsel to Microsoft Corporation; Microsoft Licensing, GP
Rieck and Crotty PC	Jerome F Crotty	55 West Monroe Street	Suite 3390	Chicago	IL	60603		312-726-4646	<a href="mailto:jcrotty@rieckcrotty.com">jcrotty@rieckcrotty.com</a>	Counsel to Mary P. O'Neill and Liam P. O'Neill



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Russell Reynolds Associates, Inc.	Charles E. Boulbol, P.C.	26 Broadway, 17th Floor		New York	NY	10004		212-825-9457	<a href="mailto:rtrack@msn.com">rtrack@msn.com</a>	Counsel to Russell Reynolds Associates, Inc.
Satterlee Stephens Burke & Burke LLP	Christopher R. Belmonte	230 Park Avenue		New York	NY	10169		212-818-9200	<a href="mailto:cbelmonte@ssbb.com">cbelmonte@ssbb.com</a>	Counsel to Moody's Investors Service
Satterlee Stephens Burke & Burke LLP	Pamela A. Bosswick	230 Park Avenue		New York	NY	10169		212-818-9200	<a href="mailto:pbosswick@ssbb.com">pbosswick@ssbb.com</a>	Counsel to Moody's Investors Service
Satterlee Stephens Burke & Burke LLP	Roberto Carrillo	230 Park Avenue	Suite 1130	New York	NY	10169		212-818-9200	<a href="mailto:rcarrillo@ssbb.com">rcarrillo@ssbb.com</a>	Attorney's for Tecnomec S.r.L.
Schafer and Weiner PLLC	Daniel Weiner	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340	<a href="mailto:dweiner@schaferandweiner.com">dweiner@schaferandweiner.com</a>	Counsel to Dott Industries, Inc.
Schafer and Weiner PLLC	Howard Borin	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340	<a href="mailto:hborin@schaferandweiner.com">hborin@schaferandweiner.com</a>	Counsel to Dott Industries, Inc.
Schafer and Weiner PLLC	Michael R Wernette	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340	<a href="mailto:mwernette@schaferandweiner.com">mwernette@schaferandweiner.com</a> <a href="mailto:shellie@schaferandweiner.com">shellie@schaferandweiner.com</a>	Counsel to Dott Industries, Inc.
Schafer and Weiner PLLC	Ryan Heilman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340	<a href="mailto:rheilman@schaferandweiner.com">rheilman@schaferandweiner.com</a>	Counsel to Dott Industries, Inc.
Schiff Hardin LLP	Eugene J. Geekie, Jr.	7500 Sears Tower		Chicago	IL	60606		312-258-5635	<a href="mailto:egeekie@schiffhardin.com">egeekie@schiffhardin.com</a>	Counsel to Means Industries
Schulte Roth & Zabel LLP	David J. Karp	919 Third Avenue		New York	NY	10022		212-756-2000	<a href="mailto:david.karp@srz.com">david.karp@srz.com</a>	Counsel to Parnassus Holdings II, LLC and Platinum Equity Capital Partners II, LP
Schulte Roth & Zabel LLP	James T. Bentley	919 Third Avenue		New York	NY	10022		212-756-2273	<a href="mailto:james.bentley@srz.com">james.bentley@srz.com</a>	Counsel to Panasonic Automotive Systems Company of America
Schulte Roth & Zabel LLP	Michael L. Cook	919 Third Avenue		New York	NY	10022		212-756-2000	<a href="mailto:michael.cook@srz.com">michael.cook@srz.com</a>	Counsel to Panasonic Automotive Systems Company of America; D.C. Capital Partners, L.P.
Schwartz Lichtenberg LLP	Barry E Lichtenberg Esq	420 Lexington Ave Ste 2400		New York	NY	10170		212-389-7818	<a href="mailto:barryster@att.net">barryster@att.net</a>	Counsel to Marybeth Cunningham
Seyfarth Shaw LLP	Paul M. Baisier, Esq.	1545 Peachtree Street, N.E.	Suite 700	Atlanta	GA	30309-2401		404-885-1500	<a href="mailto:pbaisier@seyfarth.com">pbaisier@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	Robert W. Dremluk	620 Eighth Ave		New York	NY	10018-1405		212-218-5500	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	William J. Hanlon	World Trade Center East	Two Seaport Lane, Suite 300	Boston	MA	02210		617-946-4800	<a href="mailto:whanlon@seyfarth.com">whanlon@seyfarth.com</a>	Counsel to le Belier/LBQ Foundry S.A. de C.V.
Shaw Gussis Fishman Glantz Wolfson & Towbin LLC	Brian L Shaw	321 N. Clark St.	Suite 800	Chicago	IL	60654		312-541-0151	<a href="mailto:bshaw100@shawgussis.com">bshaw100@shawgussis.com</a>	Counsel to ATC Logistics & Electronics, Inc.
Sheehan Phinney Bass + Green Professional Association	Bruce A. Harwood	1000 Elm Street	P.O. Box 3701	Manchester	NH	03105-3701		603-627-8139	<a href="mailto:bharwood@sheehan.com">bharwood@sheehan.com</a>	Counsel to Source Electronics, Inc.
Sheldon S. Toll PLLC	Sheldon S. Toll	2000 Town Center	Suite 2550	Southfield	MI	48075		248-358-2460	<a href="mailto:lawtoll@comcast.net">lawtoll@comcast.net</a>	Counsel to Milwaukee Investment Company
Sheppard Mullin Richter & Hampton LLP	Eric Waters	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	<a href="mailto:ewaters@sheppardmullin.com">ewaters@sheppardmullin.com</a>	Counsel to Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Malani J. Sternstein	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	<a href="mailto:msternstein@sheppardmullin.com">msternstein@sheppardmullin.com</a>	Counsel to International Rectifier Corp. and Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Theodore A. Cohen	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	<a href="mailto:tcohen@sheppardmullin.com">tcohen@sheppardmullin.com</a>	Counsel to Gary Whitney



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Sheppard Mullin Richter & Hampton LLP	Theresa Wardle	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	<a href="mailto:twardle@sheppardmullin.com">twardle@sheppardmullin.com</a>	Counsel to International Rectifier Corp.
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibeaux	5353 Essen Lane	Suite 650	Baton Rouge	LA	70809		225-757-2185	<a href="mailto:rthibeaux@shergarner.com">rthibeaux@shergarner.com</a>	Counsel to Gulf Coast Bank & Trust Company
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibeaux	909 Poydras Street	28th Floor	New Orleans	LA	70112-1033		504-299-2100	<a href="mailto:rthibeaux@shergarner.com">rthibeaux@shergarner.com</a>	Counsel to Gulf Coast Bank & Trust Company
Shipman & Goodwin LLP	Kathleen M. LaManna	One Constitution Plaza		Hartford	CT	06103-1919		860-251-5603	<a href="mailto:bankruptcy@goodwin.com">bankruptcy@goodwin.com</a>	
Sills, Cummis Epstein & Gross, P.C.	Andrew H. Sherman	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	<a href="mailto:asherman@sillscummis.com">asherman@sillscummis.com</a>	Counsel to Hewlett-Packard Financial Services Company
Sills, Cummis Epstein & Gross, P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	<a href="mailto:jzackin@sillscummis.com">jzackin@sillscummis.com</a>	Counsel to Hewlett-Packard Financial Services Company
Sills, Cummis Epstein & Gross, P.C.	Valerie A Hamilton Simon Kimmelman	650 College Rd E		Princeton	NJ	08540		609-227-4600	<a href="mailto:vhamilton@sillscummis.com">vhamilton@sillscummis.com</a> <a href="mailto:skimmelman@sillscummis.com">skimmelman@sillscummis.com</a>	Counsel to Doosan Infracore America Corp.
Silver Point Capital, L.P.	Chaim J. Fortgang	Two Greenwich Plaza	1st Floor	Greenwich	CT	06830		203-542-4216	<a href="mailto:cfortgang@silverpointcapital.com">cfortgang@silverpointcapital.com</a>	Counsel to Silver Point Capital, L.P.
Smith, Katzenstein & Furlow LLP	Kathleen M. Miller	800 Delaware Avenue, 7th Floor	P.O. Box 410	Wilmington	DE	19899		302-652-8400	<a href="mailto:kmiller@skfdelaware.com">kmiller@skfdelaware.com</a>	Counsel to Airgas, Inc.
SNR Denton US LLP	D. Farrington Yates	1221 Avenue of the Americas	24th Floor	New York	NY	10020		212-768-6700	<a href="mailto:fyates@sonnenschein.com">fyates@sonnenschein.com</a>	Counsel to Molex, Inc. and INA USA, Inc. and United Plastics Group
SNR Denton US LLP	Oscar N. Pinkas	1221 Avenue of the Americas	24th Floor	New York	NY	10020		212-768-6700	<a href="mailto:opinkas@sonnenschein.com">opinkas@sonnenschein.com</a>	Counsel to Schaeffler Canada, Inc. and Schaeffler KG
SNR Denton US LLP	Robert E. Richards	7800 Sears Tower	233 South Wacker Drive	Chicago	IL	60606		312-876-8000	<a href="mailto:rrichards@sonnenschein.com">rrichards@sonnenschein.com</a>	Counsel to Molex, Inc. and INA USA, Inc.; Counsel to Schaeffler Canada, Inc. and Schaeffler KG
Squire, Sanders & Dempsey L.L.P.	G. Christopher Meyer	4900 Key Tower	127 Public Sq	Cleveland	OH	44114		216-479-8692	<a href="mailto:cmeyer@ssd.com">cmeyer@ssd.com</a>	Counsel to Furukawa Electric Co., Ltd.; Counsel for the City of Dayton, Ohio
State of California Office of the Attorney General	Sarah E. Morrison	Deputy Attorney General	300 South Spring Street Ste 1702	Los Angeles	CA	90013		213-897-2640	<a href="mailto:sarah.morrison@doj.ca.gov">sarah.morrison@doj.ca.gov</a>	Attorneys for the State of California Department of Toxic Substances Control
State of Michigan Department of Labor & Economic Growth, Unemployment Insurance Agency	Roland Hwang Assistant Attorney General	3030 W. Grand Boulevard	Suite 9-600	Detroit	MI	48202		313-456-2210	<a href="mailto:hwangr@michigan.gov">hwangr@michigan.gov</a>	Assistant Attorney General for State of Michigan, Unemployment Tax Office of the Department of Labor & Economic Growth, Unemployment Insurance Agency
State of Michigan Labor Division	Susan Przekop-Shaw	PO Box 30736		Lansing	MI	48909		517-373-2560	<a href="mailto:przekopshaws@michigan.gov">przekopshaws@michigan.gov</a>	Assistant Attorney General as Attorney for the Michigan Workers' Compensation Agency
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245		502-245-0322	<a href="mailto:jmbaumann@steeltechnologies.com">jmbaumann@steeltechnologies.com</a>	Counsel to Steel Technologies, Inc.
Sterns & Weinroth, P.C.	Michael A Spero Simon Kimmelman Valerie A Hamilton	50 West State Street, Suite 1400	PO Box 1298	Trenton	NJ	08607-1298		609-392-2100	<a href="mailto:ispecf@sternslaw.com">ispecf@sternslaw.com</a>	Counsel to Doosan Infracore America Corp.
Stevens & Lee, P.C.	Constantine D. Pourakis, Esq.	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	<a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a>	Counsel to Tonolli Canada Ltd.; V.J. Technologies, Inc. and V.J. ElectroniX, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Stinson Morrison Hecker LLP	Mark A. Shaiken	1201 Walnut Street		Kansas City	MO	64106		816-842-8600	<a href="mailto:mshaiken@stinsonmoheck.com">mshaiken@stinsonmoheck.com</a>	Counsel to Thyssenkrupp Waupaca, Inc. and Thyssenkrupp Stahl Company
Stinson Morrison Hecker LLP	Nicholas J Zluticky	1201 Walnut Street	Suite 2900	Kansas City	MO	64106		816-691-3278	<a href="mailto:nzluticky@stinson.com">nzluticky@stinson.com</a>	Counsel to ThyssenKrupp Waupaca, Inc.
Stites & Harbison PLLC	Madison L.Cashman	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	<a href="mailto:robert.goodrich@stites.com">robert.goodrich@stites.com</a>	Counsel to Setech, Inc.
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	<a href="mailto:madison.cashman@stites.com">madison.cashman@stites.com</a>	Counsel to Setech, Inc.
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202		502-681-0448 502-587-3400	<a href="mailto:wbeard@stites.com">wbeard@stites.com</a> <a href="mailto:loucourtsum@stites.com">loucourtsum@stites.com</a>	Counsel to WAKO Electronics (USA), Inc., Ambrake Corporation, and Akebona Corporation (North America)
Stutman Treister & Glatt Professional Corporation	Christine M. Pajak Eric D. Goldberg Isaac M. Pachulski Esq Jeffrey H Davidson Esq	1901 Avenue of the Stars	12th Floor	Los Angeles	CA	90067		310-228-5600	<a href="mailto:cpajak@stutman.com">cpajak@stutman.com</a> <a href="mailto:egoldberg@stutman.com">egoldberg@stutman.com</a> <a href="mailto:ipachulski@stutman.com">ipachulski@stutman.com</a> <a href="mailto:javidson@stutman.com">javidson@stutman.com</a>	Counsel to CR Intrinsic Investors, LLC, Elliot Associates, L.P., Highland Capital Management, L.P.
Taft, Stettinius & Hollister LLP	Richard L. Ferrell	425 Walnut Street	Suite 1800	Cincinnati	OH	45202-3957		513-381-2838	<a href="mailto:ferrell@taftlaw.com">ferrell@taftlaw.com</a>	Counsel to Wren Industries, Inc.
Taft, Stettinius & Hollister LLP	W Timothy Miller Esq	425 Walnut Street	Suite 1800	Cincinnati	OH	45202		513-381-2838	<a href="mailto:miller@taftlaw.com">miller@taftlaw.com</a>	Counsel to Select Industries Corporation and Gobar Systems, Inc.
Teitelbaum & Baskin LLP	Jay Teitelbaum Ron Baskin	3 Barker Avenue	3rd Floor	White Plains	NY	10601		914-437-7670	<a href="mailto:jteitelbaum@tblawlp.com">jteitelbaum@tblawlp.com</a> <a href="mailto:rbaskin@tblawlp.com">rbaskin@tblawlp.com</a>	Counsel to Mary H. Schaefer
Tennessee Department of Revenue	Marvin E. Clements, Jr.	c/o TN Attorney General's Office, Bankruptcy Division	PO Box 20207	Nashville	TN	37202-0207		615-532-2504	<a href="mailto:agbanknewyork@ag.tn.gov">agbanknewyork@ag.tn.gov</a>	Tennessee Department of Revenue
Thacher Proffitt & Wood LLP	Jonathan D. Forstot	Two World Financial Center		New York	NY	10281		212-912-7679	<a href="mailto:jforstot@tpw.com">jforstot@tpw.com</a>	Counsel to TT Electronics, Plc
Thacher Proffitt & Wood LLP	Louis A. Curcio	Two World Financial Center		New York	NY	10281		212-912-7607	<a href="mailto:lcurcio@tpw.com">lcurcio@tpw.com</a>	Counsel to TT Electronics, Plc
The Furukawa Electric Co., Ltd.	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	2-Chrome, Chiyoda-ku	Tokyo	Japan	100-8322			<a href="mailto:niizeki.tetsuhiro@furukawa.co.jp">niizeki.tetsuhiro@furukawa.co.jp</a>	Legal Department of The Furukawa Electric Co., Ltd.
The Michaelson Law Firm	Robert N Michaelson	11 Broadway Ste 615		New York	NY	10004		212-604-0685	<a href="mailto:rnm@michaelsonlawfirm.com">rnm@michaelsonlawfirm.com</a>	Counsel to NXP Semiconductors USA, Inc.
The Timken Corporation BIC - 08	Michael Hart	1835 Dueber Ave. SW	PO Box 6927	Canton	OH	44706-0927		330-438-3000	<a href="mailto:michael.hart@timken.com">michael.hart@timken.com</a>	Representative for Timken Corporation
Thompson & Knight	Rhett G. Campbell	333 Clay Street	Suite 3300	Houston	TX	77002		713-654-1871	<a href="mailto:rhett.campbell@tklaw.com">rhett.campbell@tklaw.com</a>	Counsel to STMicroelectronics, Inc.
Thompson & Knight LLP	Ira L. Herman	919 Third Avenue	39th Floor	New York	NY	10022-3915		212-751-3045	<a href="mailto:ira.herman@tklaw.com">ira.herman@tklaw.com</a>	Counsel to Victory Packaging
Thompson & Knight LLP	John S. Brannon	1700 Pacific Avenue	Suite 3300	Dallas	TX	75201-4693		214-969-1505	<a href="mailto:john.brannon@tklaw.com">john.brannon@tklaw.com</a>	Counsel to Victory Packaging
Thompson Coburn Fagel Haber	Lauren Newman	55 East Monroe	40th Floor	Chicago	IL	60603		312-346-7500	<a href="mailto:lnewman@thompsoncoburn.com">lnewman@thompsoncoburn.com</a>	Counsel to Aluminum International, Inc.
Thompson Hine LLP	Jennifer L Maffett	2000 Courthouse Plaza NE	10 W Second St	Dayton	OH	45402		937-443-6600	<a href="mailto:Jennifer.Maffett@ThompsonHine.com">Jennifer.Maffett@ThompsonHine.com</a>	Counsel to Rieck Group, LLC n/k/a Mechanical Construction Managers, LLC
TI Group Automotive Systms LLC	Timothy M. Guerriero	12345 E Nine Mile Rd		Warren	MI	48089		586-755-8066	<a href="mailto:tguerriero@us.tiauto.com">tguerriero@us.tiauto.com</a>	General Counsel and Company Secretary to TI Group Automotive Systems LLC
Todd & Levi, LLP	Jill Levi, Esq.	444 Madison Avenue	Suite 1202	New York	NY	10022		212-308-7400	<a href="mailto:jlevi@toddtlevi.com">jlevi@toddtlevi.com</a>	Counsel to Bank of Lincolnwood
Todman Nachamie Spizz & Johns PC	Janice B. Grubin	425 Park Avenue	5th Floor	New York	NY	10022		212-754-9400	<a href="mailto:jgrubin@tnsj-law.com">jgrubin@tnsj-law.com</a>	Counsel to Vanguard Distributors, Inc.
U.S. Department of Justice	Matthew L Schwartz Joseph N Cordaro	Assistant United States Attorneys	86 Chambers St 3rd Fl	New York	NY	10007		212-637-1945	<a href="mailto:matthew.schwartz@usdoj.gov">matthew.schwartz@usdoj.gov</a> <a href="mailto:Joseph.Cordaro@usdoj.gov">Joseph.Cordaro@usdoj.gov</a>	Counsel to Environmental Protection Agency; Internal Revenue Service; Department of Health and Human Services; and Customs and Border Protection

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Underberg & Kessler, LLP	Helen Zamboni	300 Bausch & Lomb Place		Rochester	NY	14604		585-258-2800	<a href="mailto:hamboni@underbergkessler.com">hamboni@underbergkessler.com</a>	Counsel to McAlpin Industries, Inc.
Union Pacific Railroad Company	Mary Ann Kilgore	1400 Douglas Street	MC 1580	Omaha	NE	68179		402-544-4195	<a href="mailto:mkilgore@UP.com">mkilgore@UP.com</a>	Counsel to Union Pacific Railroad Company
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy	Allied Industrial and Service Workers, Intl Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center Suite 807	Pittsburgh	PA	15222		412-562-2546	<a href="mailto:djury@usw.org">djury@usw.org</a>	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Vedder Price PC	Stephanie K Hor Chen	222 N LaSalle St Ste 2600		Chicago	IL	60601		312-609-7786	<a href="mailto:schen@vedderprice.com">schen@vedderprice.com</a>	Counsel to The Intec Group, Inc.
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215		614-464-8322	<a href="mailto:ts Cobb@vorys.com">ts Cobb@vorys.com</a>	Counsel to America Online, Inc. and its Subsidiaries and Affiliates
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	<a href="mailto:RGMason@wlrk.com">RGMason@wlrk.com</a>	Counsel to Capital Research and Management Company
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2185	<a href="mailto:gtoering@wnj.com">gtoering@wnj.com</a>	Counsel to Robert Bosch Corporation; Counsel to Daewoo International Corp and Daewoo International (America) Corp
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	<a href="mailto:mcruse@wnj.com">mcruse@wnj.com</a>	Counsel to Compuware Corporation
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2158	<a href="mailto:growsb@wnj.com">growsb@wnj.com</a>	Counsel to Behr Industries Corp.
Weltman, Weinberg & Reis Co., L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	OH	43215		614-857-4326	<a href="mailto:gpeters@weltman.com">gpeters@weltman.com</a>	Counsel to Seven Seventeen Credit Union
White & Case LLP	Glenn Kurtz Gerard Uzzi Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200	<a href="mailto:dkurtz@ny.whitecase.com">dkurtz@ny.whitecase.com</a> <a href="mailto:guzzi@whitecase.com">guzzi@whitecase.com</a> <a href="mailto:dbaumstein@ny.whitecase.com">dbaumstein@ny.whitecase.com</a>	Counsel to Appaloosa Management, LP
White & Case LLP	Thomas Lauria Frank Eaton	Wachovia Financial Center	200 South Biscayne Blvd., Suite 4900	Miami	FL	33131		305-371-2700	<a href="mailto:tlauria@whitecase.com">tlauria@whitecase.com</a> <a href="mailto:featon@miami.whitecase.com">featon@miami.whitecase.com</a>	Counsel to Appaloosa Management, LP
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	<a href="mailto:barnold@whdlaw.com">barnold@whdlaw.com</a>	Counsel to Schunk Graphite Technology
Wickens Herzer Panza Cook & Batista Co	James W Moennich Esq	35765 Chester Rd		Avon	OH	44011-1262		440-930-8000	<a href="mailto:jmoennich@wickenslaw.com">jmoennich@wickenslaw.com</a>	Counsel for Delphi Sandusky ESOP
Winston & Strawn LLP	David Neier Carey D. Schreiber	200 Park Avenue		New York	NY	10166-4193		212-294-6700	<a href="mailto:dneier@winston.com">dneier@winston.com</a> <a href="mailto:cschreiber@winston.com">cschreiber@winston.com</a>	Counsel to Ad Hoc Group of Tranche A & B DIP Lenders
Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	<a href="mailto:mwinthrop@winthropcouchot.com">mwinthrop@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	<a href="mailto:sokeefe@winthropcouchot.com">sokeefe@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
Womble Carlyle Sandridge & Rice, PLLC	Allen Grumbine	550 South Main St		Greenville	SC	29601		864-255-5402	<a href="mailto:agrumbine@wcsr.com">agrumbine@wcsr.com</a>	Counsel to Armacell
Womble Carlyle Sandridge & Rice, PLLC	Michael G. Busenkell	222 Delaware Avenue	Suite 1501	Wilmington	DE	19801			<a href="mailto:mbusenkell@wcsr.com">mbusenkell@wcsr.com</a>	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Woods Oviatt Gilman LLP	Ronald J. Kisinski	700 Crossroads Bldg	2 State St	Rochester	NY	14614		585-362-4514	<a href="mailto:rkisicki@woodsoviatt.com">rkisicki@woodsoviatt.com</a>	
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	Counsel to Toyota Tsusho America, Inc.

## **EXHIBIT B**

## Post-Emergence Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	Counsel to United States Trustee

## **EXHIBIT C**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS  
AND WIEGEL TOOL WORKS, INC. (A) PROVIDING WIEGEL TOOL WORKS, INC. AN  
ALLOWED GENERAL UNSECURED NON-PRIORITY CLAIM PURSUANT TO  
11 U.S.C. § 502(h) AND (B) WITHDRAWING MOTION FILED AT DOCKET NO. 20484

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Wiegel Tool Works, Inc. (“Defendant”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Wiegel Tool Works, Inc. (A) Providing Wiegel Tool Works, Inc. An Allowed General Unsecured Non-Priority Claim Pursuant To 11 U.S.C. § 502(h) And (B) Withdrawing Motion Filed At Docket No. 20484 (the “Stipulation”), and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S. C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and recover certain amounts (the “Transfers”) from Defendant.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.



WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, on July 30, 2010, the Defendant filed the Motion By Wiegel Tool Works, Inc. Seeking An Order Providing Relief From The Plan Modification Order Pursuant To Fed. R. Civ. P. 60 And Fed. R. Bankr. P. 9024 (Docket No. 20484) (the “Rule 60 Motion”).

WHEREAS, the Reorganized Debtors and Defendant entered into a settlement agreement (the “Settlement Agreement”) to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and Defendant agreed, *inter alia*, that (i) Defendant would withdraw as moot the Rule 60 Motion and (ii) pursuant to 11 U.S.C. §502(h), Defendant should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Defendant stipulate and agree as follows:

1. Upon payment by the Defendant to the Reorganized Debtors of the settlement amount set forth in the Settlement Agreement, pursuant to 11 U.S.C. § 502(h), Defendant shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

2. The Rule 60 Motion is hereby deemed withdrawn with prejudice.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 10th day of March, 2011.

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606

/s/ Mark L. Durbin  
Jonathan W. Young  
Mark L. Durbin  
WILDMAN, HARROLD ALLEN  
& DIXON LLP  
225 West Wacker Drive, Suite 3000  
Chicago, Illinois 60606

- and -

- and -  
Four Times Square  
New York, New York 10036  
Attorneys for DPH Holdings Corp., et al.  
Reorganized Debtors

Tracy L. Klestadt  
Patrick J. Orr  
Joseph C. Corneau  
KLESTADT & WINTERS, LLP  
292 Madison Avenue, 17th Floor  
New York, New York 10018  
Attorneys for Wiegel Tool Works, Inc.

## **EXHIBIT D**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND PIONEER NORTH AMERICA, INC., ON BEHALF OF ITS  
AFFILIATES, PIONEER AUTOMOTIVE TECHNOLOGIES, INC. AND PIONEER  
SPEAKERS, INC., DISALLOWING AND EXPUNGING PROOFS OF  
ADMINISTRATIVE EXPENSE CLAIM NUMBERS 19090 AND 19091

(PIONEER NORTH AMERICA, INC., ON BEHALF OF ITS AFFILIATES,  
PIONEER AUTOMOTIVE TECHNOLOGIES, INC.  
AND PIONEER SPEAKERS, INC.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Pioneer North America, Inc., on behalf of its affiliates, Pioneer Automotive Technologies, Inc. and Pioneer Speakers, Inc. (collectively, the "Claimant"), respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Pioneer North America, Inc., On Behalf Of Its Affiliates, Pioneer Automotive Technologies, Inc. And Pioneer Speakers, Inc., Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 19090 And 19091 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 19090 ("Claim 19090") against Delphi asserting an administrative expense priority claim in the amount of \$11,375.67 arising from, among other things, an obsolescence claim.

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 19091 ("Claim 19091," and together with Claim 19090, the "Claims") against Delphi asserting an administrative expense priority claim in the amount of \$766,514.64 arising from, among other things, an obsolescence claim.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by

this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims, pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 23, 2010, the Claimant filed Pioneer North America, Inc.'s Response To Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation

Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19551) (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claims will be disallowed and expunged.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 19090 is hereby disallowed and expunged in its entirety.
2. Claim 19091 is hereby disallowed and expunged in its entirety.
3. The Response is hereby deemed withdrawn with prejudice.
4. Nothing herein shall preclude the Claimant from pursuing a claim against any party other than the Debtors or the Reorganized Debtors. To the extent that a claim is asserted by the Claimant against another party, nothing herein shall preclude such party's right to contest the claim on any grounds whatsoever.
5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 14th day of March, 2011

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606

- and -

Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.  
Reorganized Debtors

/s/ Max J. Newman  
Max J. Newman  
BUTZEL LONG, P.C.  
Stoneridge West  
41000 Woodward Avenue  
Bloomfield Hills, Michigan 48304

- and -

Robert Sidorsky  
380 Madison Avenue  
New York, New York 10017

Attorneys for Pioneer North America, Inc., on  
behalf of its affiliates, Pioneer Automotive  
Technologies, Inc. and Pioneer Speakers, Inc.



# **EXHIBIT E**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS, EMCON  
TECHNOLOGIES, LLC, EMCON TECHNOLOGIES CANADA, ULC, AND FECT, USA, LLC  
(I) RESOLVING DEBTORS' OMNIBUS 8.2(b) OBJECTION (DOCKET NO. 13459) AND  
(II) WITHDRAWING (A) EMCON TECHNOLOGIES, LLC'S AND EMCON  
TECHNOLOGIES CANADA, ULC'S PROPOSED CURE  
CLAIMS (DOCKET NO. 12999) AND (B) RESPONSE TO DEBTORS'  
OMNIBUS 8.2(b) CURE OBJECTION (DOCKET NO. 13626)

DPH Holdings Corp. and its subsidiaries and affiliates (collectively, the "Reorganized Debtors"), EMCON Technologies, LLC ("EMCON U.S."), EMCON Technologies Canada, ULC ("EMCON Canada"), and FECT, USA, LLC ("FECT USA" and together with EMCON U.S. and EMCON Canada, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, EMCON Technologies, LLC, EMCON Technologies Canada, ULC, And FECT, USA, LLC (I) Resolving Debtors' Omnibus 8.2(b) Objection (Docket No. 13459) And (II) Withdrawing (A) EMCON Corporation 's Proposed Cure Claims (Docket No. 12999) And (B) Response To Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13626) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on March 6, 2008, EMCON U.S. and EMCON Canada filed the Notice Of Cure Claim Of EMCON Technologies, LLC And EMCON Technologies Canada, ULC Pursuant To Article VIII Of The Confirmed First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession With Respect To Certain Executory Contracts (Docket No. 12999) (the "EMCON Cure Claim").

WHEREAS, on April 24, 2008, the Debtors objected to the EMCON Cure Claim pursuant to the Debtor's (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13459) (the "Omnibus 8.2(b) Cure Objection").

WHEREAS, on May 19, 2008, EMCON U.S. and EMCON Canada filed EMCON Technologies, LLC's And EMCON Technologies Canada, ULC's Response To The Debtors' (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13626) (the "EMCON 8.2(b) Response").

WHEREAS, on May 19, 2008, in connection with the EMCON 8.2(b) Response, EMCON filed the Declaration Of Michael D. Virtue In Support Of EMCON Technologies, LLC's And EMCON Technologies, Canada, ULC's Response To The Debtors' (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtor's Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13627).

WHEREAS, on May 29, 2008, this Court entered its Omnibus Order (I) Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13696) (the "Omnibus 8.2(b) Cure Objection Order"), which, among other things, listed the EMCON Cure Claim as a disputed Cure Proposal.

WHEREAS, FECT USA (a) is the legal successor to EMCON U.S. and (b) has assumed any and all rights and responsibilities of EMCON U.S. with respect to the EMCON Cure Claim and the EMCON 8.2(b) Response.

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And

Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. The EMCON Cure Claim is hereby withdrawn with prejudice.
2. The EMCON 8.2(b) Response is hereby withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 17th day of March, 2011

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ Ron E. Meisler  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606

/s/ Mark R. Owens  
Alan K. Mills  
Mark R. Owens  
BARNES & THORNBURG LLP  
11 South Meridian Street  
Indianapolis, Indiana 46204  
  
Attorneys for EMCON Technologies, LLC,  
EMCON Technologies Canada, ULC, and FECT,  
USA, LLC

- and -

Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

# **EXHIBIT F**

Pg 47 of 51  
DPH Holdings Corp.  
Special Parties

Company	Contact	Address1	City	State	Zip
Klestadt & Winters LLP	Tracy L Klestadt Patrick J Orr Joseph C Corneau	292 Madison Ave 17th Fl	New York	NY	10017-6314
Wildman Harrold Allen & Dixon LLP	Jonathan W Young Mark L Durbin Mary E Olson	222 W Wacker Dr	Chicago	IL	60606-1229

# **EXHIBIT G**



Pg 49 of 51  
DPH Holdings Corp.  
Special Parties

Company	Contact	Address1	Address2	City	State	Zip
Butzel Long	Max J Newman	Stoneridge West	41000 Woodward Ave	Bloomfield Hills	MI	48304
Butzel Long	Robert Sidorsky	380 Madison Avenue		New York	NY	10017

# **EXHIBIT H**

Pg 51 of 51  
DPH Holdings Corp.  
Special Parties

Company	Contact	Address1	City	State	Zip
Barnes & Thornburg LLP	Alan K Mills Mark R Owens	11 South Meridian Street	Indianapolis	IN	46204